

BY-LAWS
OF
ULB ALUMNI OF AMERICA, INC.

ARTICLE 1. PURPOSE AND MISSION

1. The purpose of ULB Alumni of America (“ULB AA”) is to promote the welfare, interest and excellence of the *Université Libre de Bruxelles* (“ULB”) and to establish a mutually beneficial relationship between ULB, its alumni and friends in the United States of America (“USA”).
2. The missions of ULB AA, hereinafter the “Organization”, are to:
 - (a) be a presence for regional alumni and friends of ULB in the USA;
 - (b) provide a networking opportunity for all ULB alumni in the USA, including but not limited to, organizing periodic reunions and by publishing a periodic newsletter;
 - (c) provide a forum to discuss the ways in which members and contributors may promote the advancement of academic exchanges for students, graduate students, researchers and faculty of the ULB in the USA;
 - (d) provide programs, including travel grants and scholarships, to assist ULB students, researchers and faculty in their academic and professional pursuits through direct contact and collaboration with their counterparts in the USA;
 - (e) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, including the fundraising activities in relation thereto, but not for the pecuniary profit or financial gain of its members, Directors or officers, except as permitted under Article 5 of the Not-for-Profit Organizations Law.

ARTICLE 2. MEMBERS

1. *Membership.*

Any person who has attended or graduated from ULB as a student or served as a member of the faculty may become a member of ULB AA (“Member”). Any other person who would like to support the efforts of ULB AA may become a friend member of ULB AA (“Friend Member”).

The Board of Directors may elect to grant certain Members or Friend Members the quality as honorary member (“Honorary Member”). Honorary Members will be regarded either as

Members or Friend Members, as the case may be, for the purpose of these bylaws, subject to the exception contained in Article 7.

2. Admission.

The Board of Directors, or any committee appointed by the Board of Directors, will be entitled to review and approve applications of potential Members and Friend Members, provided that for Friend Members, general meeting of the Members will be asked to approve the admission of candidates at the general meeting following the suggestion of the Board of Directors to admit said candidates as Friend Members.

3. Voting Rights.

Each Member, including for the avoidance of doubt Honorary Members designated among the Members, will be entitled to one vote on each matter submitted to a vote of the general meeting of the Members.

Friend Members, including for the avoidance of doubt Honorary Members designated among the Friend Members, will not be entitled to vote and will not be included in the calculation of the quorum.

4. Suspension or Expulsion of Members or Friend Members.

a. If a complaint against any Member or Friend Member shall be signed by 5 other Members or Friend Members and filed with the secretary, the secretary shall bring the matter to the notice of the Board of Directors within 60 days of the date of the complaint. The Board of Directors shall then request an explanation from the accused Member or Friend Member, and if the accused Member or Friend Member fails to explain or, after a fair hearing, is unable to justify his or her conduct, the Board of Directors is empowered to pass a resolution suspending or expelling the accused Member or Friend Member from the Organization.

b. A majority of the Board of Directors shall have power to suspend or expel Member or Friend Member for willful infractions of any bylaw of the Organization, for acts or conduct that they may deem disorderly or injurious or hostile to the interests of the objects of the Organization, or for acts or conduct calculated to disturb the order, peace, or harmony of the Organization or to impair the good name of the Organization.

5. Resignation.

Any Members or Friend Members may resign at any time by informing the secretary of their resignation.

6. Termination of Membership.

Membership will terminate on the death or resignation of the Member or Friend Member, or on the Member's or Friend Member's expulsion by the Board of Directors.

7. Non Discrimination

The Organization does not discriminate on the basis of race, color, national origin, religion, sex, sexual preference, handicap, age or marital status. This non-discriminatory policy covers membership selection, activities, policies and practices of the organization.

ARTICLE 3. MEETINGS OF MEMBERS

1. Annual Meeting.

The annual meeting of the Members shall be held in November of each year, on the day and time fixed, from time to time, by the Board of Directors, provided, that the first annual meeting shall be held on a date within thirteen months after the formation of the Organization, and each successive annual meeting shall be held on a date within the thirteen months after the date of the preceding annual meeting.

2. Special Meetings.

Special meetings of the Members may be called by the president at any time when he deems it for the best interest of the Organization. At the request of two third of the members of the Board of Directors or two third of the Members, the president shall cause a special meeting to be called but such request must be made in writing sent to each Member not less than thirty (30) days nor more than sixty (60) days before the date of such meeting. Written notices of such meetings shall be sent in the manner set forth in point 4. below.

3. Place of Meeting.

The Board of Directors may designate any place, either within or outside the State of New York, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Organization in the State of New York. However, if all of the members shall meet at any time and place, either within or outside the State of New York, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. The meeting can also be held by telephone, video conference or any other communication method allowing Members participating to hear each other and speak at the same time.

4. Notice of Meetings.

Written notice of the meeting shall be given by ordinary mail or any other electronic means such as e-mail, fax or telecopy or any other similar communication means, stating the place, day, and hour of any meeting of the Members shall be given to each Member not less than thirty (30) days nor more than sixty (60) days before the date of such meeting. In case of a special meeting or when required by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Organization, with postage prepaid.

5. Informal Action by Members.

Any action required by law to be taken at a meeting of the Members or any action that may be taken at a meeting of Members may validly be taken without a meeting by circular resolutions signed by each Member, by which each Members will give his/her consent in writing to the action to be taken.

6. Quorum.

General meetings of Members or special meetings of Members may validly deliberate

provided that Members, representing at least one tenth of the total number of votes, are present or represented at the meeting, and that at any time at least ten (10) Members are present or represented at the meeting. A majority of the Members present or represented may adjourn the meeting from time to time without further notice.

7. Proxies.

At any meeting of Members, Members may vote by proxy executed in writing by the Member or by his or her authorized attorney in fact. Such a proxy may only be given to another Member.

8. Voting by Mail or E-mail.

Where Directors are to be elected by Members, such election may be conducted by mail or e-mail in such manner as the Board of Directors shall determine.

ARTICLE 4. BOARD OF DIRECTORS

1. General Powers.

The affairs of the Organization shall be managed by its Board of Directors.

2. Number, Tenure, and Qualifications.

The Organization shall have up to seven (7) directors (“Directors”) of which no fewer than four (4) shall be Members of the Organization. Directors shall be elected by the annual meeting of Members for a limited or unlimited period of time and may be revoked by the general meeting of the Members or resign at any time.

Directors elected for a limited period of time shall hold office until his or her successor shall have been duly elected by the general meeting of the Members and qualified.

3. Meetings of the Board of Directors.

A regular annual meeting of the Board of Directors shall be held at the date determined by the Board of Directors or the president, which may be the date of the annual general meeting of the Members. The Board of Directors or the president may provide by resolution the time and place, either within or outside the State of New York, for the holding of additional meetings of the Board of Directors without other notice than such resolution.

4. Telephone Conference Meetings.

Any or all Directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

5. Notice.

Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days prior to such meeting by written notice sent by regular mail or e-mail to each Director at his or her address as shown by the records of the Organization. The attendance of a Director

at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but, if less than a majority of the Directors are present at the meeting, in person or by proxy, a majority of the Directors present or represented will be allowed to adjourn the meeting.

7. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Any action required by law to be taken by the Board of Directors or any action that may be taken by the Board of Directors may validly be taken without a meeting of the Board of Directors by circular resolutions signed by each Director by which each Directors will give his/her consent in writing to the action to be taken.

8. Vacancies.

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote, by mail or e-mail, of a majority of the remaining Directors. A Director elected to fill a vacancy shall hold office until the next annual meeting of the Members and until his or her successor is elected or appointed and qualified.

Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Members called for that purpose.

9. Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any Director may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against that Director, by action in court or otherwise, by reason of his or her being or having been such Director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE 5. OFFICERS

1. Officers.

The officers of the Organization shall be a president, a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries

and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, provided that no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or by these bylaws to be executed, acknowledged, or verified by two or more officers.

2. Election and Term of Office.

The officers of the Organization shall be elected for a limited or an unlimited period of time by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been elected and qualified.

3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5. President.

The president shall be the principal executive officer of the Organization and shall, in general, supervise and control all of the business and affairs of the Organization. The president shall preside at all meetings of the Members and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the Organization authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Organization. In general, the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

6. Treasurer.

The treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for money due and payable to the Organization from any source whatsoever, and deposit all such monies in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors and, in general, perform all the duties incident to the office of treasurer and such other duties as, from time to time, may be assigned by the president or by the Board of Directors.

7. Secretary.

The secretary shall keep the minutes of the meetings of the members and of the Board of

Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the corporate seal of the Organization and see that the corporate seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each Member which shall be furnished to the secretary by such Member; and in general perform all duties incident to the office of secretary and such other duties as, from time to time, may be assigned by the president or by the Board of Directors.

In case the president declares being indisposed and temporarily unable to perform its duties as president, the secretary shall if necessary assume the functions as president *ad interim* until the president has recovered his functions or the Board of Directors has met in order to appoint a new president.

8. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the president or the Board of Directors.

ARTICLE 6. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

2. Checks, Drafts, or Orders for Payment.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by the treasurer or an assistant treasurer and countersigned by the president.

3. Deposits.

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositaries as the Board of Directors may select.

4. Gifts.

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Organization.

ARTICLE 7. DUES

The Board of Directors may determine from time to time the amount of annual dues payable to the Organization by the Members. Honorary Members shall be exempted from paying any fee to the Organization.

ARTICLE 8. MISCELLANEOUS

1. Books and Records.

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the office a record giving the names and addresses of the members entitled to vote. All books and records of the Organization may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

2. Fiscal Year.

The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year.

3. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the N.Y. Not-for-Profit Corp. Law or under the provisions of the certificate of incorporation or the bylaws of the Organization, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

ARTICLE 9. AMENDMENTS

1. Power of Members to Amend Bylaws.

The bylaws of this Organization may be amended, repealed, or added to or new bylaws may be adopted by the vote or written assent of two thirds of the Members at a meeting called for the purpose according to the certificate of incorporation or bylaws.

2. Power of Directors to Amend Bylaws.

Subject to any limitations set forth in the certificate of incorporation, these bylaws, and the N.Y. Not-for-Profit Corp. Law concerning corporate action that must be authorized or approved by the members of the Organization, the bylaws of this Organization may also be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

Adopted October __, 2008

Interim Board members voting to adopt bylaws include:

- 1.
- 2.
- 3.
- 4.
- 5.