

AMENDED AND RESTATED BY-LAWS  
OF  
THE FRENCH-AMERICAN FOUNDATION

ARTICLE I  
OFFICES

Section 1.01. Registered Office. The Corporation's registered office in the State of Delaware shall be in the City of Wilmington, County of New Castle.

Section 1.02. Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II  
CORPORATE PROPERTY

Section 2.01. Corporate Property. All property received by the Corporation, whether by gift, bequest, devise or otherwise, shall be used exclusively to promote, carry on and further the activities, objects and purposes set forth in the Certificate of Incorporation.

ARTICLE III  
MEMBERS

Section 3.01. Election of Members. The members of the Corporation shall consist of the Directors and of such other persons as shall be elected to membership by the Board of Directors. The Corporation shall at all times have at least three (3) members.

Section 3.02. Annual Meeting. The annual meeting of members for the purpose of electing Directors and such other business as may properly come before the meeting shall be held at such date, time and place as may be fixed by the Board of Directors and specified in the notice of meeting. The annual meeting of the members of the Corporation, as provided for in this section, shall also serve as the annual meeting of the Board of Directors.

Notice of the annual meeting stating the place, date and hour of the meeting shall be delivered to each member entitled to vote at such meeting in writing or by electronic transmission not less than ten nor more than sixty days before the date of the meeting.

Section 3.03. Special Meetings. Special meetings of the members may be called at any time and for any purpose by the Chairperson of the Board of Directors (the "Chairperson"), a majority of the total number of Voting Directors, the Chief Executive Officer, or by the written demand of the members entitled to cast ten percent of the total number of votes entitled to be cast as such meeting, at such time and place and for such purposes as shall be

stated in the notice thereof. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or, if he or she fails to do so within five business days thereafter, any member signing such demand may give notice of such meeting.

Notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered in writing or by electronic transmission to each member entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice thereof.

Section 3.04. Action by Consent. Whenever any action by the members at any meeting thereof is required or permitted to be taken by statute, the Certificate of Incorporation or these By-Laws, such action may be taken without a meeting, without prior notice and without a vote, if a consent in writing or by electronic transmission, setting forth the action so taken, shall be provided by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing or by electronic transmission.

Section 3.05. Quorum. At all meetings of members, the presence of one fifth of the members entitled to vote at such meeting shall constitute a quorum for the transaction of business; but, in the absence of a quorum, a majority of such members present may adjourn the meeting, from time to time, but not for a period of more than thirty days at any one time, until a quorum shall attend. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

Section 3.06. Record Dates. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of members.

Section 3.07. Vote of Members. At any meeting of members of the Corporation, each member shall be entitled to one vote. At any meeting of members, each member having the right to vote thereat may vote in person or by proxy duly appointed by an instrument in writing, subscribed by such member and not executed more than three months prior to the meeting. Except as otherwise required by the Certificate of Incorporation, Directors to be elected at a meeting of members shall be elected by a plurality of the votes cast at such meeting by the members entitled to vote in the election, and, whenever any corporate action other than the election of Directors is to be taken by vote of the members at a meeting thereof, it shall be authorized by a majority of the votes cast at such meeting by the members entitled to vote thereon.

Section 3.08. Waivers of Notice. Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after

the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice to him or her.

Section 3.09. Organization. The Chairperson shall call all meetings of members to order and shall act as chairperson of such meetings. In the absence of the Chairperson, the Chief Executive Officer shall call all meetings of members to order and shall act as chairperson of such meetings. In the absence of the Chairperson and the Chief Executive Officer, the members shall elect a chairperson of the meeting. The Secretary of the Corporation shall act as secretary of all meetings of members, but in the absence of the Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting. At all meetings of members, the chairperson of the meeting shall determine the order in which the business properly coming before the meeting shall be considered.

#### ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Voting and Non-Voting Directors. The Board of Directors shall be comprised of both voting members (“Voting Directors”) and non-voting members (“Non-Voting Directors”). In these By-Laws, the term “Directors” refers to both Voting Directors and Non-Voting Directors.

Section 4.02. Number and Election of Voting Directors. The total number of Voting Directors on the Board of Directors shall be determined from time to time by resolution of the Board of Directors. The Voting Directors shall be elected at the annual meeting of the members and each Voting Director elected shall hold office until his or her successor is duly elected and qualified.

Section 4.03. Classes of Voting Directors. Effective as of the 2019 annual meeting of members, the Voting Directors shall be divided into two classes, each class to consist, as nearly as may be possible, of one half of the total number of Voting Directors. At such annual meeting, the members shall determine the class of each Voting Director elected at that meeting. The term of office of Voting Directors of the first class shall expire at the first annual meeting next ensuing. The term of office of Voting Directors of the second class shall expire at the second annual meeting then ensuing. At each annual meeting held after the 2019 annual meeting, the Voting Directors elected to succeed those whose terms expire shall be elected for a term expiring at the close of the second annual meeting of members following their election.

Section 4.04. Vacancies and Newly Created Voting Directorships. Vacancies and newly created directorships resulting from any increase in the authorized number of Voting Directors shall be filled by the Voting Directors then in office, and the Voting Directors so chosen shall hold office until the next annual election or until their successors are duly elected and qualified.

Section 4.05. Resignation of Directors. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation

shall take effect upon receipt thereof by the Chairperson, Chief Executive Officer or Secretary, unless otherwise specified in the resignation.

Section 4.06. Removal of Voting Directors. Any or all of the Voting Directors may be removed, with or without cause, by a majority of the members then entitled to vote at an election of Directors.

Section 4.07. Regular Meetings. Regular meetings of the Board of Directors shall be held on such day and at such time and place, either within or without the State of Delaware, or in any foreign country, as shall be fixed by resolution of the Board of Directors. Regular meetings of the Board of Directors may be held without notice.

Section 4.08. Special Meetings. Special meetings of the Board of Directors shall be held at any place in the United States, either within or without the State of Delaware, or in any foreign country, whenever called by the Chairperson, the Chief Executive Officer, or the Chairperson on the written request of at least ten percent of the Voting Directors. At least 48 hours' notice of each special meeting of the Board of Directors shall be given to each Voting Director, which notice shall contain a statement of the purpose of the meeting. Business transacted at special meetings shall not be limited to the purposes stated in the notice or request.

Section 4.09. Waivers of Notice. Notice of a meeting need not be given to any Voting Director who submits a signed waiver of notice whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice to him or her.

Section 4.10. Quorum. At all meetings of the Board of Directors, one fifth of the total number of Voting Directors then on the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Voting Directors present, at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Voting Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.11. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting, if all of the Voting Directors or members of the committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or the committee, as the case may be.

Section 4.12. Conduct of Meetings by Telephone or Other Means of Communication. Members of the Board of Directors or of any committee may participate in a meeting of the Board of Directors or of any committee, respectively, by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

#### Section 4.13. Committees.

(A) Generally. The Board of Directors may at a meeting at which a quorum is present designate one or more committees, each committee to consist of one or more of the Voting Directors. The Board of Directors has designated the following standing committees: an Audit Committee, an Executive Committee, and an Investment Committee. The Board of Directors may, in accordance with the first sentence of this Section 4.13(A), designate one or more additional committees or dissolve any committee at any time. The Board of Directors may designate one or more Voting Directors as alternate members of any committee, who may replace any absent or disqualified member of the committee at any meeting of the committee; provided, however, that in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not the member or members present constitute a quorum, may unanimously appoint another Voting Director to act at the meeting in the place of any such absent or disqualified member of the committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, except for such powers and authority as are reserved to the whole Board of Directors by the General Corporation Law. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

(B) Meetings. Each committee of the Board of Directors shall have regular meetings at such times as determined by the chairperson of such committee, in consultation with the Chief Executive Officer. In addition, additional meetings of a committee may be called by the chairperson of such committee or by any two committee members, the Chairperson or the Chief Executive Officer. At least 10 days' notice of each meeting of a committee shall be given to each Voting Director who is a member (or alternate member) of such committee, which notice shall contain a statement of the purpose of the meeting. Business transacted at committee meetings shall not be limited to the purposes stated in the notice or request. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

Section 4.14. Responsibilities of Directors. The responsibilities of all Directors shall be to: (i) serve as advocates for the Corporation and its mission to outside parties; and (ii) connect the Corporation to potential sponsors (corporate and individual), donors, and program participants. All Voting Directors shall be required to assist the Corporation in its fund-raising efforts and, except as they may be exempted from doing so by the Executive Committee in any given year, personally contribute annually to the Corporation an amount of money determined from time to time by the Executive Committee. Members of the Executive Committee shall be required to personally contribute to the Corporation's annual gala in addition to their annual contribution to the Corporation, except as they may be exempted from doing so by the Executive Committee in any given year. Advisory Directors shall be encouraged, but not required, to personally contribute money to the Corporation each year.

Section 4.15. Non-Voting Directors. There shall be two classes of Non-Voting Directors – Advisory Directors and Honorary Directors – each with a specific purpose and function as described in this Section 4.15. The individuals selected to serve in such capacities

shall not diminish or otherwise affect the total number of Voting Directors. The Non-Voting Directors shall be permitted to attend and participate in the discussions at all regular meetings of the Board of Directors. The Non-Voting Directors shall not be entitled to attend special meetings of the Board of Directors except with the permission of the Chairperson. The Non-Voting Directors shall not be entitled to vote on any matter considered by the Board of Directors, whether at a meeting of the Board of Directors or otherwise. Non-Voting Directors may be invited to attend committee meetings but shall not be eligible to serve as members of committees.

(A) Advisory Directors. Persons of national or international stature who are willing to show their support for the mission and goals of the Corporation may be invited to join the Board of Directors as Advisory Directors. These appointments should be limited to persons with national or international name recognition as leaders, policymakers or professionals from business, government, the military, media, academia or the not-for-profit or cultural sectors who wish to support the Corporation and its purpose. Advisory Directors will be kept up to date about the Corporation's plans and activities. Advisory Directors shall be proposed by the Executive Committee, shall be appointed by a resolution of the Board of Directors in accordance with Section 4.10 of these By-Laws and shall serve in such position until their resignation or removal. Advisory Directors may be removed from the Board of Directors by a resolution of the Board of Directors in accordance with Section 4.10 of these By-Laws or by a majority of the members then entitled to vote at an election of Directors.

(B) Honorary Directors. Only former Voting Directors who have provided the most distinguished service to the Corporation over a sustained period of time shall be eligible for appointment to the Board of Directors as Honorary Directors. Advisory Directors shall be proposed by the Executive Committee, appointed by a resolution of a majority of the total number of Voting Directors then on the Board of Directors and shall serve in such position until their resignation or removal. Honorary Directors may be removed from the Board of Directors by a resolution of a majority of the total number of Voting Directors then on the Board of Directors or by a majority of the members then entitled to vote at an election of Directors.

#### Section 4.16. Indemnification of Directors, Members, Officers and Employees.

(A) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, member, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in,

or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(B) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, member, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(C) To the extent that a present or former Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 4.16(A) or (B) of these By-laws, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(D) Any indemnification under Section 4.16(A) or (B) of these By-laws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director, member, officer or employee is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 4.16(A) or (B) of these By-laws. Such determination shall be made, with respect to a person who is a Director or officer at the time of such determination, (i) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such Directors designated by majority vote of such Directors, even though less than a quorum, or (iii) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

(E) Expenses (including attorneys' fees) incurred by a Director or officer of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Section 4.16. Such expenses (including attorneys' fees) incurred by former Directors and officers or other members and employees of the Corporation or by persons serving at the request of the Corporation as directors, members, officers or employees of another corporation, partnership, joint venture, trust or other enterprise may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.

(F) The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Section 4.16 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under by-law, agreement, vote of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. A right to indemnification or to advancement of expenses arising under a provision of this Section 4.16 shall not be eliminated or impaired by an amendment to the certificate of incorporation or the bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought.

(G) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 4.16 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, member, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

(H) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, member, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of Section 145 of the General Corporation Law.

## ARTICLE V NOTICES

Section 5.01. Whenever, under the provisions of the Certificate of Incorporation or of these By-Laws or by statute, notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, either by first-class registered mail (airmail in the case of international communications), addressed to such Director or member, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, such notice being deemed to be given at the time when the same shall be deposited in the United States mail, or by electronic transmission.

## ARTICLE VI OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be elected by the Board of Directors and shall include the Chairperson, a Chief Executive Officer, a Secretary and a Treasurer. Any number of offices may be held by the same person. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.



Section 6.02. Salaries. The salary of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 6.03. Term of Office. The officers of the Corporation shall hold office until their successors are duly elected and qualified. Any officer elected or appointed by the Board of Directors may be discharged at any time by the Board of Directors. Any vacancy in any office or newly created office of the Corporation shall be filled by the Board of Directors.

Section 6.04. Chairperson. The Chairperson shall preside at all meetings of the members or of the Board of Directors at which he or she shall be present. He or she shall be given notice of and shall have the right to attend and vote at all committee meetings, but unless he or she has been designated as regular member of a committee he or she shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. During the absence or disability of the Chief Executive Officer, the Chairperson shall exercise all of the powers and discharge all of the duties of the Chief Executive Officer.

Section 6.05. Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation and over its several officers, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings of the members or of the Board of Directors in the absence of the Chairperson. Except as otherwise hereinafter provided by these By-Laws, or by resolution duly adopted at any meeting, the Chief Executive Officer shall sign for the Corporation all deeds, leases and other agreements and formal instruments, and shall be a member ex-officio of all committees; he or she shall be entitled to have notice of committee meetings and to attend and vote at such meetings, but he or she shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. The Chief Executive Officer may be referred to as the President or the Executive Director, or by such other title as shall be selected by the Board of Directors.

Section 6.06. Secretary. The Secretary shall attend all meetings of the members or of the Board of Directors and shall record all the proceedings of such meetings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He or she shall generally perform such duties and exercise such powers usually pertaining to the office of secretary of a corporation. He or she shall perform such further duties and exercise such further powers as may be assigned to him or her by the Board of Directors or the Chief Executive Officer, under whose supervision he or she shall be.

Section 6.07. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he or she shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or

sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

## ARTICLE VII GENERAL PROVISIONS

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall end on the thirty-first day of December of each year unless changed by resolution of the Board of Directors.

Section 7.02. These By-Laws may be altered, amended or repealed or new by-laws may be adopted by the members or the Board of Directors at any regular meeting of the members or of the Board of Directors or at any special meeting of the members or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting.

Section 7.03. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.