

**BY-LAWS OF THE ASSOCIATION OF
AMERICAN UNIVERSITIES AND COLLEGES
IN SWITZERLAND (A.U.C.S.)**

ARTICLE 1 – LEGAL FORM REGISTERED OFFICE

1. The cultural association called "Association of American Universities and Colleges in Switzerland" (A.U.C.S) is an organization pursuant to article 60 sq of the Swiss Civil Code.
2. The association is based in Geneva.

ARTICLE 2 – PURPOSE

1. The purpose of the association is to safeguard the instructional goals and the moral, social and legal interests of the universities ("Universities") and institutions of higher education at the university level ("Colleges") from the United States and Canada as defined below in article 3 that carry out localized cultural activities of education and research in Switzerland.
2. A.U.C.S. particularly aims to
 - a. promote any action aimed at encouraging the creation of such programs of study, education and research in Switzerland ;
 - b. protect the professional interests of its members ;
 - c. represent the common interests of its members before public and private bodies and agencies both in Switzerland, in the European Economic Union and in the United States and Canada, on the international, national and local level ;
 - d. promote and intensify the interchange of knowledge and activities in the context of culture and education between the United States of America and Canada on one hand and Switzerland on the other ;
 - e. promote and intensify the networking and exchange between its members and corresponding Swiss cultural and education entities ;
 - f. organize roundtables, conventions, conferences, lectures, seminars and debates that are of a cultural nature or, in any event, of interest to its members.

ARTICLE 3 – MEMBERSHIP

1. The following membership categories exist:
 - a. Voting Members ;
 - b. Associate Members ;
 - c. Honorary Members.
2. Universities and Colleges, both public and private, may be Voting Members of the association. They must be headquartered in the United States or in Canada and they must be validly established there and operate as non-profit entities and be duly accredited by one of the following agencies:
 - MIDDLE STATES ASSOCIATION OF COLLEGES AND SECONDARY SCHOOLS
 - NEW ENGLAND ASSOCIATION OF SCHOOLS AND COLLEGES
 - NORTH CENTRAL ASSOCIATION OF COLLEGES AND SECONDARY SCHOOLS
 - NORTHWEST ASSOCIATION OF SECONDARY AND HIGHER SCHOOLS
 - SOUTHERN ASSOCIATION OF COLLEGES AND SCHOOLS
 - WESTERN ASSOCIATION OF SCHOOLS AND COLLEGES

The Voting Members carry out localized cultural activities in education and research in Switzerland by organizing academic programs of study, research and instruction ("programs") or study and research centers.

These programs and study and research centers may be organized independently or in cooperation or association with one or several Universities or Colleges.

These programs give credit in the United States or in Canada for all courses conducted at their Swiss sites to the students enrolled in them.

Scholarly associations that are duly recognized and accredited in the United States or in Canada may also be Members.

3. Universities or Colleges that wish to be part of the association, even though they do not possess all or some of the requirements given in section 2 of article 3, may be Associate Members.
4. The status of Honorary Members may be conferred on eminent individuals, such as high-ranking individuals or persons who have rendered noteworthy services to the Association at the proposal of the Steering Committee and by a simple majority vote of the General Assembly.

ARTICLE 4 – MEMBERSHIP FEES

1. Voting and Associate Members shall pay an annual membership fee.
2. The membership fees are stipulated each year by the General Assembly.
3. Honorary Members are exempt from the membership fee.

ARTICLE 5 – RESIGNATION – EXCLUSION

1. Resignation from A.U.C.S. may be declared to the President at any time in writing.
2. The Steering Committee may notably exclude members from A.U.C.S., at any time, if they:
 - a. have lost any one of the requirements on which admission was based;
 - b. seriously contravene the interests of A.U.C.S.;
 - c. no longer meet their obligation to pay their membership fee.
3. The Steering Committee shall be entitled to exclude Members from A.U.C.S. without being obliged to give reasons. Its decision is final.
4. Persons who have resigned or have been excluded shall have no claims to the assets of A.U.C.S.

ARTICLE 6 – ORGANS

The organs of A.U.C.S. are the following ones:

- a. the General Assembly ;
- b. the Steering Committee ;
- c. the Auditors.

ARTICLE 7 – GENERAL ASSEMBLY

1. The General Assembly is the supreme body of A.U.C.S. Each Voting Member has a vote at the General Assembly meetings.
2. The Assembly is convened by the Steering Committee at least once a year.
3. The General Assembly has the following powers:

- a. drawing up and amend the By-laws ;
 - b. set the membership fees ;
 - c. approve the financial statements ;
 - d. discharge the Steering Committee ;
 - e. elect the Members of the Steering Committee ;
 - f. elect the Auditors ;
 - g. resolve to merge with another legal entity ;
 - h. resolve to dissolve the Association.
4. The Assembly is convened by the Steering Committee by ordinary mail, together with an email copy, at least twenty days before the meeting.
 5. If the matter is urgent, the Assembly may be convened by email only with five day's notice.
 6. The notice convening the Assembly shall state the order of business. Motions by Voting Members to add to or modify the agenda list may only be entered into at the General Assembly meeting if they have been received by the President by email or in writing at least ten days beforehand.
 7. The President may decide to accept motions from members to be presented to the General Assembly even if these are received less than ten days prior to the General Assembly meeting.
 8. The General Assembly shall decide without regard to the number of persons present in an open vote and by simple majority of the Voting Members present in a manner which is binding for all members subject to articles 13 and 14.
 9. For elections, the absolute majority of the vote cast is necessary in the first ballot ; for the second ballot, a simple majority suffices.
 10. In the event of a tie, the vote of the Chairperson counts twice.
 11. Secret ballots and elections may be ordered by a majority resolution of the Voting Members present.

ARTICLE 8 – STEERING COMMITTEE

1. A.U.C.S. is represented by a Steering Committee elected from the group of Voting Members comprising three to five members.
2. The members of the Steering Committee are elected for a tenure of two years ; reelection is possible.
3. The Steering Committee shall constitute itself by electing among its members the President, the Treasurer and the Secretary of the association.

4. The Steering Committee shall deal with the matters of A.U.C.S. It shall decide on all matters which are not subject to other organs.
5. The President shall summon the Steering Committee members to the meetings in writing or by email at least ten days beforehand and disclose the agenda of the meeting.
6. The Steering Committee shall adopt its resolutions by simple majority of those present. The President has the cast in vote.
7. In urgent matters, the Steering Committee may decide by email vote. Resolutions by email vote are valid if all Voting Members have agreed to them.
8. The Steering Committee may appoint task forces for special assignments and activities. The participants should be A.U.C.S. members. The task forces report about their activities to the Steering Committee.

ARTICLE 9 – FINANCES AND ASSETS

1. The income of the association consists of:
 - a. the membership fees paid by the Voting Members and Associate Members ;
 - b. extraordinary assessment, as needed, decided by the Assembly with respect to specific initiatives that require funds in excess of those in the ordinary budget ;
 - c. voluntary payments by any class of Members ;
 - d. agreements, grants, generosity and bequests by third parties or by any class of Members, voluntary contributions and extraordinary donations ;
 - e. contributions from governmental agencies or from local entities.
2. The membership fees must be paid in advance in one payment by November 30 of each year.
3. Dues are owed for the entire academic year in progress, no matter when new members actually join.
4. A member, who withdraws or who ceases to be part of the Association for any reason, is required to pay the Association due for the entire academic year in progress.

ARTICLE 10 – AUDITORS

1. The General Assembly shall elect an Auditor and a Substitute Auditor from any class of Members for a tenure of two years. Reelection is possible.
2. The Auditor and Substitute Auditor may not simultaneously belong to an organ of A.U.C.S. other than the General Assembly.

ARTICLE 12 – FINANCIAL YEAR

The financial year corresponds to the academic year which ends on September 30.

ARTICLE 13 – REVIEW OF ARTICLES OF INCORPORATION

1. A motion for the review of articles of incorporation must be filed either by the Steering Committee or by at least a third of the Members in order to input to the vote ; in the latter case, it must be submitted to the President in writing at least thirty days prior to the General Assembly.
2. The Members must receive notice of the provisions of articles of incorporation to be revised and to the motions at the latest with the invitation to the General Assembly.
3. At least, a two third majority of the members present at the General Assembly is required for revision of the articles of incorporation.

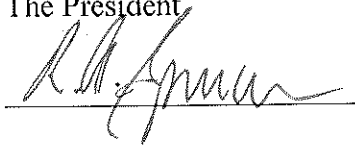
ARTICLE 14 – MERGING – WINDING UP

1. The decision to merge or to wind up the Association requires a qualified majority vote of two third of A.U.C.S. Voting Members. Article 13, sections 1 and 2 apply by analogy to the motion for winding up A.U.C.S. and the decision thereon.
2. If the decision is made to wind up the Association, the General Assembly shall elect one or several liquidators to act instead of the Steering Committee whose mandate will expire in this case.
3. The assets of the Association at the end of the liquidation have to be turned over to another entity which has a similar goal of public service unless another destination is decided by the General Assembly voting the winding up.

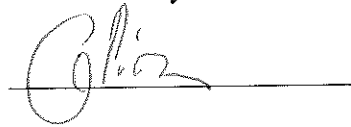
ARTICLE 15 – FINAL PROVISIONS

These articles of incorporation were adopted and put into effect by the Constitutive Assembly of A.U.C.S. on October 13, 2011¹.

The President

A handwritten signature in cursive script, appearing to read "R. H. Spurr", written over a horizontal line.

The Secretary

A handwritten signature in cursive script, appearing to read "C. H. ...", written over a horizontal line.

¹ These articles of incorporation were amended by the General Assembly on June 7, 2013. The name of the association has been changed.