

As amended by action taken at the meeting of the Board of Directors on November 16, 2012.

BY-LAWS

-of-

FRENCH HERITAGE SOCIETY, INC.
(formerly, Friends of V.M.F., Inc.)

ARTICLE I.

BOARD OF DIRECTORS

SECTION A. The Board of Directors of the Corporation shall constitute its governing body and shall have such powers and authority as shall be conferred upon it by the Corporation's Certificate of Incorporation, these By-laws and the general law.

SECTION B. Classification of Board. The Board of Directors shall consist of not less than three (3) nor more than twenty-five (25) Directors, who shall be elected by the Directors of the Corporation at the Annual Meeting of the Board of Directors or as provided in Section D of this Article I. All Directors of the Corporation shall be divided into three classes with the number of Directors fixed by or in accordance with these By-laws to be divided equally so far as possible among such three classes. Following adoption and effectiveness of this By-law provision at the 2007 Annual Meeting of the Board of Directors,

- (a) one-third of the number of Directors (who are to be elected at the 2007 Annual Meeting of the Board of Directors) shall be elected to serve until the adjournment of the 2010 Annual Meeting of the Board of Directors,
- (b) one-third of the number of Directors (who have previously been elected to serve in this class) shall serve until the adjournment of the 2009 Annual Meeting of the Board of Directors, and
- (c) one-third of the number of Directors (who have previously been elected to serve in this class) shall serve until the adjournment of the 2008 Annual Meeting of the Board of Directors.

At each annual election after the 2007 election, Directors shall be elected to hold office for a term of three years commencing immediately following the adjournment of the Annual Meeting at which such Director is elected. In case of any increase in the number of Directors, the additional Directors shall be distributed among the several classes as nearly equally as possible.

SECTION C. A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the Corporation, or by presenting his or her written resignation in person at an Annual or Special Meeting of the Board of Directors.

SECTION D. In case of any vacancy on the Board of Directors because of the death or resignation of any Director, the creation of new directorships, or any other circumstances, a Director may be elected to fill such vacancy by a majority of the Directors then in office. The Director so elected shall hold office until the expiration of term applicable to the class to which such Director is assigned at the time of such Director's election.

SECTION E. The Board of Directors shall have general power to manage and control the affairs and property of the Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. The Board of Directors shall develop and implement policies and procedures of the Corporation to ensure that all activities and operations of the Corporation will be consistent with the purposes, goals and aims of the Corporation and in accordance with its Certificate of Incorporation, these By-laws and the Federal and applicable state laws under which the Corporation enjoys its status as a not-for-profit corporation with exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time. The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Certificate of Incorporation of the Corporation shall be within the exclusive power of the Board of Directors. In furtherance of the purposes set forth in Article THIRD of the Certificate of Incorporation, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be from time to time amended. The Board of Directors shall review all requests for funds from such organizations, shall require that such requests specify the use to which the funds will be put, and, if the Board of Directors approves the request, shall authorize the payment of such funds to the approved grantee. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions, or otherwise render financial assistance to or for any or all of the purposes for which funds are requested.

SECTION F. The Corporation shall neither solicit nor accept contributions upon condition that the amount received be paid by the Corporation to any other organization for any specific purpose unless, prior to the time such contribution is solicited or received, the Board of Directors shall have approved a grant to such other organization for such specific purpose and unless the Board of Directors shall at all times have the right to withdraw approval of such grant and withhold transmission of funds in accordance with the terms of the grant.

SECTION G. The Board of Directors may from time to time, and at each Annual Meeting of the Board of Directors shall, by resolution passed by a majority of the total number of Directors, designate one or more committees, each committee to consist of: two or more of the Directors of the Corporation (as so constituted, a "Board Committee"); or one or more of the Directors of the Corporation and, if so determined in the designating resolution, one or more

members who are not Directors of the Corporation (as so constituted, an "Operating Committee"). If the Board of Directors shall designate an Executive Committee, a Nominating Committee, a Finance Committee or an Audit Committee (or, regardless of the designated name of a committee, any committee whose purpose is to perform functions typically performed by any of such committees), such committee shall be a Board Committee. The Board may designate two or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

The Executive Committee, if designated by the Board, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the Seal of the Corporation to be affixed to all papers which may require it; but such Executive Committee shall not have such power or authority in reference to amending the Certificate of Incorporation or amending these Bylaws of the Corporation. An Executive Committee shall consist of each of the following officers of the Corporation, when such office is filled, as an ex officio member (with a vote): the Chairman of the Board, the President, the Executive Director and the Treasurer; and at least two (2) but not more than three (3) additional members of the Board of Directors.

Each committee other than the Executive Committee shall have such powers and authority as shall be provided in the resolution of the Board designating such committee.

The Chairman and all members of the Board Committees (other than the ex officio members of the Executive Committee) shall be nominated by the Nominating Committee and may from time to time, and shall at each Annual Meeting of the Board of Directors, be elected by a resolution passed by a majority of the total number of Directors to serve until the adjournment of the Annual Meeting of the Board of Directors next following such election. The Chairman (who shall be a Director of the Corporation) and members of each Operating Committee may from time to time, and at each Annual Meeting of the Board of Directors (or promptly following each such Annual Meeting) shall, be appointed by the President, after consultation with the Chairman of the Board and the Executive Director, to serve until the adjournment of the Annual Meeting of the Board of Directors next following such appointment. Promptly following each appointment of a member of an Operating Committee, the President shall cause a notice of such appointment to be distributed to all Directors of the Corporation.

SECTION H. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors, with a copy of all such minutes to be promptly provided to the Secretary. Minutes of each committee meeting shall be taken by the Secretary or an Assistant Secretary, if in attendance at such meeting, or if neither the Secretary nor an Assistant Secretary is in attendance, by a member of the committee appointed to act as secretary of the meeting.

ARTICLE II.

MEETINGS OF THE BOARD OF DIRECTORS AND OF COMMITTEES OF THE BOARD OF DIRECTORS

SECTION A. The Annual Meeting of the Board of Directors of the Corporation shall be held in the Fall of each year by no later than November 15. Special Meetings of the Board of Directors may be called by the Secretary of the Corporation upon the written request of any two Directors, or may be called at any time by the President or the Secretary of the Corporation; special meetings of any committee of the Board of Directors may be called at any time by any member of such committee. Such meetings shall be held at the principal office of the Corporation in the State of New York, or at such other place or places, either within or without the State of New York as shall be specified from time to time by the Directors.

SECTION B. Notice of an Annual Meeting or a Special Meeting of the Board of Directors, signed by the President or the Secretary of the Corporation, shall be mailed to the last recorded address of each Director at least ten days and not more than fifty days before the time appointed for the meeting. Notice of any meeting of a committee of the Board of Directors shall be given to all members of such committee in the time period and in the manner designed to ensure timely receipt of such notice under the circumstances applicable to such meeting, with written confirmation of such notice to be promptly mailed to each member of the committee and to the Secretary of the Corporation. Notices of meetings of the Board of Directors or any committee shall set forth the place, date and time of the meeting. Whenever by statute or by these By-laws the Directors are authorized to take action at any meeting after notice, such notice may be waived, before or after the holding of such meeting, by a written waiver of notice signed by the person entitled to such notice. Notice of a meeting need not be given to any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

SECTION C. One third of the total number of Directors of the Board of Directors or of a committee thereof, but not less than three (3) Directors, present personally at any meeting, shall constitute a quorum for the transaction of business by the Board of Directors or such committee, as the case may be, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors or of such committee, as the case may be, except as may be otherwise specifically provided by statute or these By-laws. In the absence of a quorum, a majority of the Directors present may adjourn the meeting from time to time until a quorum is obtained without further notice to any absent Director.

SECTION D. If all Directors of the Board of Directors or of a committee thereof shall severally or collectively consent in writing to any action to be taken by the Board of Directors or such committee, as the case may be, such action shall be as valid as though it had been authorized at a meeting of all Directors of the Board of Directors or of such committee thereof, as the case may be.

SECTION E. The Directors may, in lieu of meeting at a designated place, conduct any meeting of the Board of Directors or any committee thereof by telephone conference

call or similar communications equipment through which all persons participating in the meeting shall be able to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting of the Board of Directors or any committee thereof.

ARTICLE III.

OFFICERS

SECTION A. The Board of Directors may elect or appoint as officers of the Corporation: a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a President, an Executive Director, one or more Vice Presidents, a Chief Administrative Officer, a Secretary, one or two Treasurers, a General Counsel, and such other officers (including an Assistant Secretary) as the Board of Directors may from time to time determine. Any two officers, other than President and Secretary, may be held by the same person. The title of "Founding President" shall be an official honorary title of the Corporation, but shall not designate an officer position.

SECTION B. Officers shall be elected by the Board of Directors at each Annual Meeting of the Board of Directors and shall hold office until the adjournment of the next following Annual Meeting of the Board of Directors.

SECTION C. Any officer of the Corporation may be removed at an Annual Meeting, or at a Special Meeting of the Board of Directors called for that purpose, by an affirmative vote of a majority of the Directors.

SECTION D. The Chairman of the Board of Directors, when the office shall be filled, shall: preside at meetings of the Board of Directors; shall act in an advisory capacity to the Corporation; shall, in concert with the other members of the Board of Directors, develop and implement policies and procedures of the Corporation to ensure that all activities and operations of the Corporation will be consistent with the purposes, goals and aims of the Corporation and in accordance with its Certificate of Incorporation, these By-laws and the Federal and applicable state laws under which the Corporation enjoys its status as a not-for-profit corporation with exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as the same may be amended from time to time; and shall have such other powers and perform such other duties not inconsistent with these By-laws, as from time to time may be assigned by the Board of Directors.

SECTION E. The Vice-Chairman of the Board of Directors, when the office shall be filled, shall perform such duties and have such powers as the Board of Directors, the Chairman of the Board of Directors or the President may from time to time prescribe.

SECTION F. The President, who shall be a Director, shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors; shall, subject to the direction and control of the Board of Directors and the authority vested by law in the Board of Directors, be the chief executive officer of the Corporation and shall have and exercise general and active management, supervision and control of the business, properties and affairs of the Corporation (with particular emphasis on: representing the Corporation in its relationships with France in general and the French historic preservation community in particular; overseeing the

evaluation and selection process for, and the awarding of, grants in France; serving as an ambassador of French culture to the Corporation's constituency in the United States; and acting as spokesperson for the Corporation in general and in connection with fundraising activities in particular); and shall see that all orders and resolutions of the Board of Directors are carried into effect and that the activities and operations of the Corporation conform to the policies and procedures approved by the Board of Directors. The President shall also, in general, perform all duties incident to the office of the president of a corporation, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the president, to any other officer or officers of the Corporation. The President is authorized to execute, in the name of the Corporation, such contracts, documents and other instruments (including those evidencing indebtedness or other obligations and commitments of the Corporation) whether or not requiring a seal, under the Seal of the Corporation or without the Seal (unless the President or another officer be required by law to affix the Seal thereto), except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall by the Board of Directors be expressly delegated to, or shared equally with, some other officer, agent or representative of the Corporation. The President shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION G. The Executive Director shall, subject to the direction and control of the Board of Directors, be the chief operating officer of the Corporation responsible for: the development, execution and management of the day-to-day operational programs, policies, plans and procedures of the Corporation and the functioning of the Corporation's office or offices; the management of all staff operations; the management of the budgetary process; the compilation, publication and distribution to members of the Corporation and the public of such reports, publications and other documents as authorized by the Board of Directors; and the employment of the services of a recognized firm of independent certified public accountants and such other legal, accounting, financial, fund raising, public relations, press and image consultants as may from time to time be selected or appointed by the Board of Directors. The Executive Director shall, in the absence or disability of the President, be vested with all powers and shall perform all duties of the President; shall perform such other duties as the Board of Directors may from time to time assign; and shall have the authority to execute contracts on behalf of the Corporation as approved by the Board of Directors and to sign checks within the policy established by the Board of Directors. The Executive Director shall serve as ex-officio member (with a vote) on the Board of Directors and on all Board Committees and all Operating Committees.

SECTION H. The Vice Presidents, in the order of their seniority, shall, in the absence or disability of the President and the Executive Director, be vested with all powers and shall perform all duties of the President, and, in addition, each of them shall perform such other duties as the Board of Directors may from time to time assign.

SECTION I. The Chief Administrative Officer shall: keep the books and accounts and render statements of all receipts and disbursements in connection with the operation of the Corporation; have authority to sign checks within the policy established by the Board of Directors; keep records of the names and addresses of the Corporation's members; be custodian of all records of the Corporation; and perform such other duties as may be prescribed by the Board of Directors, the President or the Executive Director.

SECTION J. The Secretary shall give all notices of all Special Meetings of the Board of Directors of the Corporation to each of the Directors. The Secretary shall keep, or cause to be kept, a record of all meetings of the Board of Directors and of committees of the Board of Directors in a book to be kept for that purpose, and shall have custody of the corporate seal. The Secretary shall, in addition, perform such other duties as the Board of Directors may from time to time assign.

SECTION K. The Board of Directors may determine that the best interests of the Corporation will be served by having two Treasurers, at least one of whom must be a U.S. citizen resident in the United States. In such event, each duly elected Treasurer will confer with the other to develop, in writing, a proposed allocation of responsibilities, which, upon approval by the Board of Directors, will govern the activities of the two Treasurers; provided, however, that the primary responsibility for filing reports with, and compliance with the regulations of, the U.S. Internal Revenue Service shall be a citizen and resident of the United States. The Treasurer(s) shall be charged with the collection and custody of the funds and other property of the Corporation and shall keep, or cause to be kept, full and accurate records of all receipts and disbursements in the financial books of the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer(s) shall be charged with the disbursement of funds of the Corporation, taking proper vouchers for such disbursements, and shall render to the Board of Directors at its Annual Meetings, and whenever requested by it, a full written report of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer(s) shall, if required by the Board of Directors, give to the Corporation a bond in a sum determined by the Board of Directors, conditioned upon the faithful performance of duties and for the restoration to the Corporation in the case of death, resignation or removal from office, of all books, papers, vouchers or other property of any kind whatsoever, in such Treasurer's possession or under such Treasurer's control belonging to the Corporation. The Treasurer(s) shall in addition, perform such other duties as the Board of Directors may from time to time assign.

SECTION L. The General Counsel shall be appointed by the President, subject to the approval of the Board of Directors, shall provide legal advice to the Corporation through the President, the Executive Director and the Board of Directors and shall represent the Corporation in such matters as shall be assigned by the Board of Directors.

SECTION M. A vacancy in any office shall be filled by the Board of Directors without undue delay, at its Annual Meeting, or at a Special Meeting called for that purpose. In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his powers and duties to any other officer or officers.

ARTICLE IV.

ADVISORY COMMITTEE

SECTION A. Members of the Advisory Committee may be elected by the Board of Directors at each Annual Meeting of the Board of Directors. Among the eligibility factors to be considered by the Board of Directors in selecting persons to be elected to the Advisory

Committee shall be those persons who (i) have served at least one full term as a Director, but are no longer serving in that capacity, (ii) have maintained their membership in the Corporation, (iii) have exhibited outstanding commitment to, and understanding of, the goals, programs and governance of the Corporation and (iv) have exhibited sound judgment in their service on the Board. Each member of the Committee shall serve for one six-year term only. If such a member is re-elected to the Board of Directors, he or she shall cease service as a member of the Advisory Committee, but shall upon the completion of his or her new Board service be eligible for re-election as an Advisory Committee member for an additional six-year term.

SECTION B. The Advisory Committee shall have no chairman and shall not meet as a committee. Its members shall have no responsibility for initiating any action relating to the Corporation.

SECTION C. The sole responsibility of a member of the Advisory Committee shall be to respond to requests for advice concerning affairs of the Corporation when so requested by a Director or Officer of the Corporation. Such advice might include, if acceptable to the Committee member, undertaking narrowly defined tasks for the Corporation, such as arranging an introduction or investigating a specific problem.

ARTICLE V.

HONORARY DIRECTORS

SECTION A. Honorary Directors may be elected by the Board of Directors at any meeting of the Board or by unanimous consent. Only those persons who (i) have expressed agreement with the goal and programs of the Corporation and (ii) are generally recognized as persons of substantial accomplishment, especially in fields relevant to the Corporation's purposes, shall be eligible for election as Honorary Directors. Each Honorary Director shall serve at the pleasure of the Board of Directors.

SECTION B. The Honorary Directors shall have absolutely no responsibilities to the Corporation other than (i) to allow the Corporation to use their name and (ii) to speak kindly of the Corporation when asked. They may in appropriate circumstances be asked to become members of the Corporation, to contribute funds to it or to give it advice.

ARTICLE VI.

COMPENSATION

SECTION A. No Director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in exchange for such person's services to the Corporation as a Director.

SECTION B. The compensation of officers, agents or employees of the Corporation (who may also be a Director of the Corporation), who perform services for the Corporation requiring such compensation, shall be fixed by the Board of Directors.

ARTICLE VII.

FISCAL YEAR AND ANNUAL REPORT

SECTION A. The fiscal year of the Corporation shall be the calendar year.

SECTION B. At the first meeting of the Board of Directors following April 15th of each year, there shall be presented a report as to the results of operations for the prior fiscal year, verified by the President and Treasurer, in accordance with Section 519 of the Not-for-Profit Corporation Law of the State of New York,

ARTICLE VIII.

CHECKS AND BANK ACCOUNTS

SECTION A. All checks, drafts and other orders for the payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation as the Board of Directors may authorize from time to time.

SECTION B. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE IX.

OFFICE, SEAL OF THE CORPORATION

SECTION A. The principal office of the Corporation in the State of New York shall be located at 14 East 60th Street, Suite 605, New York, New York, 10022. The Corporation may also have offices at such other places, both within and without the State of New York as the Directors of the Corporation shall from time to time designate.

SECTION B. The seal of the Corporation shall be circular in form, bearing the words and figures: "French Heritage Society, Inc. New York 1981".

ARTICLE X.

AMENDMENTS

SECTION A. These By-laws may be adopted, amended, or repealed at any meeting of the Board of Directors by an affirmative vote of two-thirds of the Directors then holding office.