

LE FOYER

CONSTITUTION AND BYLAWS

ARTICLE I – NAME

Name: The name of this Corporation shall be Le Foyer

ARTICLE II -- PURPOSE

The Corporation is organized for the purpose of promoting and developing spiritual, intellectual, social, cultural, economic, civic and national activities for Americans of French descent.

ARTICLE III -- HEADQUARTERS

The Registered headquarters and registered Agent of the Corporation shall be at such a place as the Officers may determine.

ARTICLE IV -- MEMBERS

SECTION 1. MEMBERSHIP: Any person who is of legal age, and who is in accord with the purpose of the organization (**ARTICLE II**), may become a Member. Application for Membership shall be made in writing and accompanied by one year's dues. Applications shall be submitted to the Officers for approval. Continued Membership shall be contingent upon payment of the annual dues as set by the Membership. All Members who pay dues and are current in their dues payments are eligible to vote.

SECTION 2. TYPES OF MEMBERSHIP:

1. Regular Membership. Adult, Male or Female, 18 years of age or over.
2. Family Membership. Husband, wife and members of their immediate family, 18 years of age or older, who live in the same household.
3. Life Membership. Any Member in good standing may become a Life Member upon payment of the Life Membership fee as set by the Board of Directors.
4. Past Presidents & Spouses. Past Presidents, upon honorable completion of their term of office, and their spouses shall become Life Members.
5. Honorary Membership. A non-dues paying Membership conferred on individuals in the community as an honor to them. Honorary Members are not allowed to vote.
6. Courtesy Membership. A non-dues paying Membership conferred on individuals or organizations as a recognition of their help to Le Foyer. Courtesy Members are not allowed to vote.

ARTICLE V -- MEETINGS

SECTION 1. REGULAR MEETINGS: Three Regular Meetings shall be held on the third Wednesday of the months designated by the Executive Committee.

SECTION 2. ANNUAL MEETING: The Annual Meeting shall be held on the third Wednesday of June each year, at a time and place designated by the Board of Directors. The purpose of the Annual Meeting will be to elect Officers and Directors whose terms have expired, and to transact such other matters as may properly come before the Members.

SECTION 3. AGENDA: The agenda for Annual and Regular Meetings will be set by the President in conjunction with the Board of Directors. Members may request that items be placed on the agenda by submitting a request to the President or Secretary.

SECTION 4. SPECIAL MEETINGS: Special meetings are to discuss issues of an emergency nature warranting the attention of Members before the next scheduled Regular or Annual Meeting. Special Meetings may be called by the President, by a majority of the Officers, by a majority of the Board of Directors, or at the written request of ten (10) Members addressed to the President or Secretary.

SECTION 5. SPECIAL MEETING AGENDA: The Agenda for Special Meetings will be set by the caller(s) of the meeting and this Agenda will be posted in the notice of the Special Meeting.

SECTION 6. NOTICE OF MEETINGS: Notice in the Newsletter shall constitute official notice of meetings to the Membership. The Notice shall include the Agenda, Date, Time, and Location of the Meeting.

The notice must be published ten (10) to sixty (60) days before the Meeting

SECTION 7. QUORUM OF MEMBERS: At the Annual June Meeting and any Regular or Special Meetings, 5% of the registered Members who are eligible to vote (**ARTICLE IV**) shall constitute a Quorum of that voting body. A registered Member is a Member in good standing and up to date in their membership dues for entitlement for voting purposes. Any Member present for any purpose at a Meeting shall be deemed present for quorum purposes for the remainder of the Meeting and for any adjournment of a Meeting.

If a Quorum is present, the affirmative vote of the majority of the Members representing the voting body at the Meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by these Bylaws.

SECTION 8. PROXIES. No proxies shall be allowed.

SECTION 9. VOTING. Voting on any matter or in any election may be made by voice vote unless the Presiding Officer shall order, or any Member shall demand, that voting be by ballot.

Any motion made that would have an effect on how Le Foyer is run would require a 2/3 majority vote at two consecutive meetings with notice in the Newsletter, and upon the second vote, the motion is passed. Also see **ARTICLE IX**.

ARTICLE VI – AUTHORITY

SECTION 1. BOARD OF DIRECTORS:

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Any Director need not be a resident of the State of Rhode Island, but must be a Registered Member of Le Foyer.

A Director shall discharge his or her duties as a Director, including his or her duties as a member of a Committee:

1. In good faith;
2. With the care an ordinarily prudent person in a similar position would exercise under similar circumstances; and
3. In a manner he or she reasonably believes to be in the best interests of the Corporation.

In discharging his or her duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

1. One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
2. Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
3. A Committee of the Board of Directors of which he or she is not a member if the Director reasonably believes the Committee merits confidence.

A Director is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the subsection above unwarranted.

A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this section.

The Directors shall also execute the policies, procedures, and guidelines established by the Members, and are responsible to the Membership except as may be otherwise provided in the Articles of Incorporation or these Bylaws.

A Director may be removed, with cause and with notice, from office by following a procedure determined by the Board of Directors s outlined in the procedures & policy manual.

SECTION 2. NUMBER OF DIRECTORS:

The number of Directors of this Corporation shall be not fewer than Three (3), are fixed by these Bylaws to be Eleven (11), and shall consist of the Le Foyer President, Vice President, Treasurer, and Eight (8) At-Large Directors.

Directors shall serve a term of Three (3) years, unless appointed for fewer years (**See Section 4, below**).

The number of Directors may be changed by amending these Bylaws as prescribed in **ARTICLE IX**, but in no case may be fewer than Three (3). No decrease in number has the effect of shortening the term of any incumbent Director.

SECTION 3. ELECTION OF DIRECTORS:

Directors shall be elected at the Annual Meeting pursuant to **ARTICLE V**, and shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified.

SECTION 4. VACANCIES OF DIRECTORS:

Any vacancy occurring on the Board of Directors and any new directorships by reason of an increase in the number of Directors may be filled by a majority vote of the remaining Directors. These shall be considered appointments, and are subject to approval by the Members at the next Annual Meeting. With approval, they shall become elected Members, and shall fill the remainder of the term for which they were appointed.

SECTION 5. QUORUM OF DIRECTORS:

A majority of the number of Directors fixed by the Bylaws, constitutes a Quorum for the transaction of business; but in no event does a Quorum consist of less than one-quarter (1/4) of the number of the Directors fixed or stated.

The act of the majority of the Directors present at a meeting at which a Quorum is present shall be the act of the Board of Directors.

SECTION 6. COMMITTEES:

The Board of Directors may designate and appoint one or more Committees, each of which shall consist of Two (2) or more Directors. These Committees, to the extent provided in the Bylaws of the Corporation, have and exercise all the authority of the Board of Directors, except that no Committee has the authority of the Board of Directors in reference to:

1. Amending, altering, or repealing the Bylaws;
2. Electing, appointing, or removing any member of any Committee or any Director or Officer of the Corporation;
3. Amending the Articles of Incorporation, restating Articles of Incorporation, adopting a plan of merger, or adopting a plan of consolidation with another corporation;
4. Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
5. Authorizing the voluntary dissolution of the Corporation or revoking proceedings for voluntary dissolution; adopting a plan for the distribution of the assets of the Corporation; or
6. Amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by the Committee.

The designation and appointment of any Committee and the delegation to it of authority does not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him or her by law.

SECTION 7. DIRECTOR CONFLICTS OF INTEREST:

No contract or transaction between a Corporation and one or more of its Directors or Officers, or between a Corporation and any other corporation, partnership,

association, or other organization in which one or more of its Directors or Officers are Directors or Officers or have a financial interest, is void or voidable nor are the Directors or Officers liable regarding the contract or transaction solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee of the Board which authorizes the contract or transaction, or solely because his, her, or their votes are counted for the purpose, if:

1. The material facts as to his, her, or their interest or relationship are disclosed or are known to the Board of Directors or the Committee, and the Board of Directors or Committee authorizes, approves, or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a Quorum; or
2. The material facts as to his, her, or their interest or relationship are disclosed or are known to the members entitled to vote on the contract or transaction, and the contract or transaction is specifically authorized, approved, or ratified by vote of the Members; or
3. The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a Quorum at a meeting of the Board of Directors or of a Committee which authorizes the contract or transaction.

SECTION 8. DIRECTOR AND COMMITTEE MEETINGS:

Notice of Director and Committee Meetings will be published in the Newsletter.

Directors and Committee Members may participate in a meeting via electronic means (e.g. telephone), agreeable to the other members.

Any Member is entitled to attend any Director or Committee Meeting without prejudice.

ARTICLE VII -- OFFICERS

SECTION 1. NUMBER: The Officers of the Corporation shall be the President, the Vice President, the Secretary, the Treasurer, and the Membership Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE: Officers shall be elected at the Annual Meeting to serve terms running from July 1 to June 30 of the following year. Each Officer shall hold office until such time as a successor has been duly elected and has qualified, or until the Officer's death, or until he resigns or is removed in the manner provided by law.

SECTION 3. DUTIES OF OFFICERS: The authority and duty of each Official shall be such as defined by Robert's Rules of Order as revised or by usage of, if not defined therein. In addition to these duties, the Membership Secretary will act as the Chairman of Procedures and will hand out the ballots at the election

SECTION 4. SPECIAL DUTIES OF THE TREASURER: In addition to his/her duties as defined, the Treasurer, upon assuming office, shall review all existing insurance policies and investments of Le Foyer and report thereon to the Board of Directors and the Membership. The Treasurer will be bonded.

ARTICLE VIII -- COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Officers as defined in **ARTICLE VII**. The Executive Committee shall perform such administrative duties and shall exercise such administrative authority as may be delegated to it by the Membership. The President shall preside at all meetings of the Executive Committee

SECTION 2. SPECIAL COMMITTEES: Special committees shall be appointed by the President whenever it may be deemed necessary. The President shall be an ex-officio member of all special committees

ARTICLE IX -- AMENDMENTS

SECTION 1. METHOD OF AMENDING: These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Members present and voting at two consecutive Meetings.

SECTION 2. AUTOMATIC REVIEW: The Bylaws shall be reviewed every two (2) years in odd-numbered years, and a report will be rendered by the June (Annual) meeting.

ARTICLE X -- BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all Meetings.

The Corporation shall also keep the names and addresses of its Members entitled to vote at its principal office. All books and records of the Corporation may be inspected by any Member for any purpose at any reasonable time, if accompanied by an Officer or Director.

ARTICLE XI -- EDUCATIONAL LOAN TRUST

SECTION 1. The Board of Directors of Le Foyer shall name, from the Membership, the Trustees to the Le Foyer Educational Loan Trust in accordance with the Trust Agreement made between Le Foyer and the Trustees of the Le Foyer Educational Loan Trust, formerly known as the Le Foyer Scholarship Fund, on the 18th day of December 1968, as amended February 10, 1982.

SECTION 2. The Officers and Board of Directors shall require an Annual Report from the Trustees of the Le Foyer Educational Loan Trust at the Annual June meeting. An extension may be granted by the President or by the Board of Directors, if necessary, for special circumstances.

ARTICLE XII -- PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ADDENDUM -- ELECTION PROCEDURES

SECTION 1. NOMINATIONS

1. (3) Three months prior to the June (Annual) meeting of the Membership, the President shall appoint a Nominating Committee of at least Three (3) Le Foyer Members. It shall be the duty of this Committee to select and nominate a candidate for each office to be voted upon at the Annual June Meeting and to file a copy of these nominations with the Secretary of Le Foyer at least Thirty (30) days before the Annual June meeting. The Secretary shall post a copy at Le Foyer within Seven (7) days of its receipt. The Secretary shall mail a copy of the report to the Nominating Committee to each Member at least Ten (10) days before the Annual Meeting. Mention in the newsletter shall constitute official notice to the Members.
2. Additional nomination of any Member for any and all offices may be made at the June meeting. A nomination requires a motion and 2nd from the floor.
3. In the event that the Nominating Committee has failed to make a nomination for any office as herein provided, or a candidate of the Nominating Committee shall be ineligible or shall have withdrawn, the Membership shall make a nomination from the floor at the June Annual Meeting. This nomination must be seconded before it can be considered.
4. A Member may be a candidate for only One (1) office.

SECTION 2. PROCEDURE FOR ELECTIONS

1. The election of Officers shall take place at the Annual (June) Meeting of the Le Foyer.
2. All positions will be elected by a majority vote of the Members present and voting.
3. In the event of a contest for any office, the vote shall be by secret ballot and in accordance with the procedures which follow:

1. An election committee will be appointed as follows: 1. The Membership Secretary shall be the Chairman of Procedures. 2. Each candidate will appoint One (1) observer, and One (1) teller.
2. The election will be supervised by the Chairman of Procedures. All questions on election procedures and irregularities shall be submitted to the Chairman of Procedures for interpretation. A candidate or slate may appeal the decision of the Chairman of Procedures to the Executive Committee of Le Foyer within Five (5) calendar days of the election. The Executive Committee shall hold a hearing on the question within Five (5) calendar days of the filing of the appeal. The decision of the Executive Committee shall be final.
3. Only Members in good standing and present at the Annual Meeting may vote.
4. Identification of Members in good standing shall be made by the Identifying Officers upon presentation of membership cards. If a Member present and in good standing shall not be able to present his Membership Card, the Identifying Officer may issue a temporary card which will be retained by the Chairman of Procedures.
5. All election procedures not specifically outlined shall be conducted in accordance with Robert's Rules of Order.

SECTION 3. BALLOTING PROCEDURES:

1. Candidates for office shall be placed in nomination by the Secretary from the reports of the Nominating Committee and contesting candidates as filed in accordance with the Election Procedures.
2. Seconding and endorsing speakers will be limited to one address for a time period not to exceed two (2) minutes.
3. Balloting shall take place at the headquarters of Le Foyer at the Annual June Meeting.
4. Identification cards shall be presented to the Identifying Officer. The Identifying Officer will check the names from the Le Foyer roster and verify their eligibility to vote.
5. The voter will receive a blank ballot from the Chairman of Procedures and proceed to the voting booth where the ballot will be marked.
6. The Ballot will then be deposited in the ballot box.
7. The poll will be declared closed when in the judgment of the Chairman of Procedures; all eligible Members have had sufficient opportunity to exercise their right to vote.
8. The Chairman of Procedures will count the votes in the presence of the appointed observers.
9. All questionable ballots will be validated by the Chairman of Procedures for acceptance or rejection. This decision will be final.
10. The Chairman of Procedures will submit a written report of the balloting to the President who will announce the results to the Members.
11. A voter who spoils a ballot while in the polling area may request a new ballot by appealing to the Chairman of Procedures, who will mark the original ballot "VOID" and issue a new ballot to the voter. Voided ballots will be accounted for in the report to the President.
12. Ballots will remain the possession of the Chairman of Procedures until the September meeting unless a protest filed with the Executive Committee requires that they be kept for a longer period of time.
13. Balloting procedures not specifically outlines and approved shall be in accordance with Robert's Rules of Order.

Re-write of By-Laws completed by Roger and Paula Laramee, Pauline Bonin and Al Goudreau in 2007
Approved by the Membership on June, 2007

Reviewed and approved by Parliamentarian Roland Doucette (2007)
7Reviewed and approved by Legal Advisor Richard Riendeau (2007)