

# **Bylaws of La Liaison du Lycée Français International de la Nouvelle-Orléans**

## **ARTICLE 1: NAME, LOCATION, AND PURPOSE**

The name of this organization shall be **La Liaison du Lycée Français International de la Nouvelle-Orléans** (“**La Liaison**”). La Liaison is a private, nonprofit organization located in New Orleans, Louisiana. The organization is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any future federal tax law. In furtherance of such purposes, the organization shall support and advance the mission of **Lycée Français International de la Louisiane** (“**LFI**”) to promote the growth and development of LFI and its broader community through partnership with current LFI parents, legal guardians, school personnel and other supportive adults in the lives of LFI students.

## **ARTICLE 2: MEMBERSHIP**

Membership in the organization shall be open to current LFI parents, legal guardians, school personnel, and other supportive adults in the lives of LFI students, subject to any parental or legal guardian consent as may be required. The Board of Directors shall determine the amount of the annual, non-refundable membership dues. The organization shall conduct a membership drive at or near the beginning of each school year; provided, however, that eligible persons may become members at any time in accordance with procedures established by the Board. Only members in good standing shall be eligible to vote or to hold elected or appointed office. For purposes of these Bylaws, a member in good standing is a member whose dues are paid in full and whose membership rights have not been suspended, limited, or terminated pursuant to these Bylaws or policies duly adopted by the Board. All members shall have equal voting rights and responsibilities, subject to these Bylaws.

## **ARTICLE 3: BOARD OF DIRECTORS**

**Section 3.1 General Authority.** The management and control of the affairs and property of the organization shall be vested in the Board of Directors, which may exercise all powers of the organization and perform all lawful acts not prohibited by statute, the Articles of Incorporation, or these Bylaws.

**Section 3.2 Board Composition.** The Board shall consist of no fewer than (9) and no more than (20) voting Directors, inclusive of any Officers who are serving as voting Directors. Directors shall be selected with consideration for diversity of skills, professional expertise, lived experience, and background in order to best serve the mission of the organization.

**Section 3.3 Designated Director Seats.** The Board shall include Directors serving in designated seats, including the seat associated with the office of President, Vice-President, Secretary, Treasurer, and such other Director seats established by the Board consistent with these Bylaws. Each designated seat shall be treated as a separate Board seat for purposes of nomination, election, service, and term limits.

**Section 3.4 Nomination, Election, and Term of Directors.** This Section governs the election and service of Directors only and does not govern the selection, appointment, or term of any officer, which shall be set forth separately in Article 4. A Nominating Committee, appointed by the Board and composed of not fewer than three (3) members of the organization, shall solicit and nominate qualified candidates for election to the Board of Directors. To the extent practicable, the Nominating Committee shall include the Vice President, one Director, and one

staff representative, in a non-voting capacity. The nomination period shall be announced in such manner as the Board may determine. All nominees shall be current members of the LFI community and members in good standing, as determined by the Nominating Committee. If the number of nominees exceeds the number of vacancies to be filled, the election shall be conducted by vote of the members in accordance with procedures established by the Board, which may include voting by secure electronic means or written ballot and shall not require members to be present in person. Election results shall be announced in such manner as the Board may determine.

Directors shall serve terms of two (2) years and until their successors are duly elected and qualified, unless earlier removed by resignation, removal, or death. No Director may serve more than three (3) consecutive terms in the same designated Director position. Service in a different designated Director position shall constitute a new term sequence and shall not be counted toward the consecutive term limit applicable to the prior position. Additional consecutive service in the same designated Director position may be approved by a two-thirds (2/3) vote of the Board.

Nominations, elections, and Director terms shall be scheduled and administered so as to run concurrently with the organization's fiscal year.

**Section 3.5 Board Vacancies and Newly Created Directorships.** Any vacancy on the Board, or any newly created Director position, may be filled by a two-thirds (2/3) vote of the Board, unless otherwise provided in these Bylaws. A Director elected to fill a vacancy or newly created Director position shall serve for the remainder of the unexpired term in accordance with these Bylaws and the organization's fiscal-year cycle.

**Section 3.6 Resignation and Removal of Directors.** Any Director may resign at any time by notifying the President or Secretary of the organization in writing. Unless otherwise specified in such notice, the resignation shall be effective upon receipt and shall not require acceptance to become effective. A Director may be removed from office upon the occurrence of three (3) consecutive absences from duly called Board meetings, or at any time for cause or without cause, by a two-thirds (2/3) vote of the Board. Any such removal shall follow fair process, and the Director shall be provided with advance written notice of the proposed action and a reasonable opportunity to be heard prior to removal, in accordance with these Bylaws and applicable law.

**Section 3.6 Ex Officio Directors.** The Principals, Superintendent, and Deputy Superintendent of LFI may serve as Ex Officio Directors and shall have the right to attend and participate in all meetings of the Board, but shall have no vote on matters presented to the Board. The Board may, in its discretion, appoint additional non-voting Ex Officio Directors to serve as staff representatives for terms of one (1) year. Any additional consecutive term of an appointed Ex Officio Director shall require approval by a two-thirds (2/3) vote of the Board. Any appointed Ex Officio Director may be removed at any time, with or without cause, by a two-thirds (2/3) vote of the Board; provided, however, that such individual shall be given advance notice of the proposed removal and a reasonable opportunity to be heard, in accordance with these Bylaws and applicable law.

**Section 3.7 Meetings and Voting.** The Board shall convene at least one annual meeting of the General Membership, which shall, to the extent practicable, be held on an LFI campus or otherwise in such manner as the Board may determine. Notice of any meeting of the General Membership shall be given in such manner as the Board may determine, with as much advance

notice as practicable. Notice of regular meetings of the Board shall be provided at least seven (7) days in advance, unless otherwise determined by the Board; provided, however, that such meetings shall be open to the public to the extent required by Board policy or applicable law.

The Board shall hold regular closed meetings at least quarterly and may hold special meetings as necessary to transact the business of the organization. Minutes of each Board meeting shall record all official actions taken upon motions and may include a summary of pertinent discussion. If action is not taken by unanimous vote, the ayes, nays, and abstentions of individual Directors shall be recorded upon the request of any Director. Minutes shall become official upon preparation by the Secretary and approval by the Board.

A quorum for the transaction of business shall consist of a majority of the seated voting Directors. Except as otherwise provided in these Bylaws, action by the Board shall require a two-thirds (2/3) vote of the voting Directors present at a meeting at which a quorum is present. In the event of a tie, the President shall cast the deciding vote. Directors may participate in and vote at meetings by telephone, videoconference, or other electronic means by which all participants may simultaneously hear one another. The Board may also act without a meeting by unanimous written consent of all voting Directors.

**Section 3.8 Parliamentary Authority.** Robert's Rules of Order (latest edition) shall govern meetings when applicable so long as it is not in conflict with the Articles of Incorporation or by these Bylaws.

#### **ARTICLE 4: OFFICERS**

**Section 4.1 Officers.** The Officers of the organization shall be a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may establish from time to time consistent with these Bylaws.

**Section 4.2 President.** The President shall be the chief executive officer of the organization and shall supervise the business and affairs of the organization, see that all orders and resolutions of the Board are carried into effect, and perform such other duties and have such other powers as the Board may from time to time prescribe. The President shall preside over all meetings of the General Membership, the Board, and the Executive Committee.

**Section 4.3 Vice-President.** The Vice President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President as required to conduct meetings of the General Membership, the Board, and the Executive Committee. The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe.

**Section 4.4 Secretary.** The Secretary shall maintain the records of the organization, including official documents and meeting minutes, and shall prepare correspondence for the organization as needed. The Secretary shall, with the assistance of the President and Vice President, prepare the agenda for meetings of the Board and shall keep, on behalf of the organization, a record of the minutes of meetings of the Board. The Secretary may direct that a qualified member of the Board carry out the Secretary's responsibilities in the Secretary's absence. The Secretary shall perform such other duties and have such other powers as may be assigned by the President or the Board.

**Section 4.5 Treasurer.** The Treasurer shall have charge of the funds and financial records of the organization and shall keep full and accurate accounts of receipts and disbursements. The

Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the organization. The Treasurer shall disburse funds of the organization as may be ordered by the Board or as otherwise authorized under these Bylaws, taking proper vouchers for such disbursements. The Treasurer shall render to the Board, at regular meetings of the Board or whenever the President or the Board so requires, an account of all transactions and of the financial condition of the organization. The Treasurer shall perform such other duties and have such other powers as may be assigned by the President or the Board.

**Section 4.6 Election or Appointment of, and Terms of, Officers.** This Section governs the selection and service of Officers only and does not govern the election or term of any Director position, which shall be set forth separately in Section 3.4. Officers shall be elected or appointed from among the seated voting Directors. Officers shall be nominated by the Nominating Committee and presented to the Board for election or appointment in accordance with procedures established by the Board. The Board may permit additional nominations by seated voting Directors in accordance with such procedures. Officers shall serve terms of two (2) years and until their successors are duly elected or appointed and qualified, unless earlier removed by resignation, removal, or death. No Officer may serve more than three (3) consecutive terms in the same Office. Service in a different Office shall constitute a new term sequence and shall not be counted toward the consecutive term limit applicable to the prior Office. Additional consecutive service in the same Office may be approved by a two-thirds (2/3) vote of the seated voting Directors. Any vacancy in an Office shall be filled by the Board for the remainder of the unexpired term. In the event of the resignation, removal, death, or incapacity of the President, the Vice President shall serve as Acting President until the Board elects or appoints a successor. Officer elections, appointments, and terms shall be scheduled and administered so as to run concurrently with the organization's fiscal year.

**Section 4.7 Executive Committee Duties.** The Board shall have an Executive Committee composed of the President, Vice-president, Secretary, and Treasurer. The Board also may, in its discretion, elect one additional Director to the Executive Committee by a two-thirds (2/3) vote. Meetings of the Executive Committee may be called by the President, by any two members of the Executive Committee, or by a two-thirds (2/3) vote of the Board of Directors. Subject to any limitation imposed by statute or by the Articles of Incorporation or by these Bylaws or by resolution of the Board, the Executive Committee is empowered to authorize the initiation of any action by the organization when an urgent situation requires prompt action by the organization, provided that it does not take any action contrary to any policy adopted by the Board. The Executive Committee shall have standing authority to certify all Board resolutions, including the adoption or amendment of these Bylaws, in lieu of individual officer signatures. Certification shall be executed by all members of the Executive Committee and recorded in the official minutes.

**Section 4.8 Resignation and Removal of Officers.** Any Officer may resign at any time by delivering written notice to the President or Secretary of the organization; provided, however, that if the resigning Officer is the President, such notice may be delivered to the Vice President or Secretary. Unless otherwise stated in such notice, the resignation shall be effective upon receipt and shall not require acceptance to become effective. Any Officer may be removed from office for cause or without cause by a two-thirds (2/3) vote of the seated voting Directors. Any such removal shall be carried out in a fair manner, and the Officer shall be provided with advance written notice of the proposed action and a reasonable opportunity to be heard prior to removal, in accordance with these Bylaws and applicable law.

## **ARTICLE 5: FINANCES**

**Section 5.1 Fiscal Year.** The fiscal year begins July 1 and ends June 30, unless otherwise determined by the Board.

**Section 5.2 Bank Accounts, Contracts, Checks, Notes, and Other Instruments.** All funds of the organization shall be deposited in one or more accounts in the name of La Liaison at such financial institution(s) as the Board may approve. All contracts, agreements, checks, drafts, notes, bonds, bills of exchange, orders for the payment of money, and other instruments authorized by the Board shall be signed or otherwise executed by at least one authorized Officer of the organization, unless otherwise required by the Board. Two authorized Officer signatures shall be required for all disbursements and contracts exceeding the threshold amount established annually by the Board in the fiscal budget, which amount shall be determined prior to execution.

**Section 5.3 Loans.** Except for loans which are incurred in the ordinary course of business, no loans shall be contracted on behalf of the organization, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board.

**Section 5.4 Budget.** An annual budget setting forth the projected revenues and expenses of the organization shall be adopted by the Board at the beginning of each fiscal year. The budget shall govern and guide the financial activities of the organization during the fiscal year. Any expenditure exceeding ten percent (10%) of an approved line-item amount shall require approval of the Board by a two-thirds (2/3) vote. A final accounting of revenues and expenses for the fiscal year shall be made available to the organization by the end of the school year.

**Section 5.5 Dissolution.** Upon the dissolution of the organization, assets remaining after the payment of all liabilities of the organization shall be distributed exclusively for one or more charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax law. Such distribution shall be made to LFI if it is then organized and operated as an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or, if not, to one or more organizations selected by the Board that are then qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE 6: CODE OF CONDUCT**

All Directors, Officers, members, committee participants, and volunteers shall be subject to and comply with the La Liaison Code of Conduct, related policies adopted by the Board, and all applicable law. The Code of Conduct shall apply to all organizational activities and functions, including meetings, communications, events, voting, and committee work. A written acknowledgment of the Code of Conduct, in a form approved by the Board, shall be required as a condition of election, appointment, service, participation, or continued good standing. The Board shall have authority to interpret, administer, and enforce the Code of Conduct and to impose such corrective or disciplinary action as it deems appropriate, including reprimand, suspension, removal, or termination of participation or privileges, subject to any procedures required by these Bylaws or applicable law. Enforcement of the Code of Conduct shall be coordinated with the Conflict of Interest Policy.

## **ARTICLE 7: CONFLICT OF INTEREST**

All Directors, Officers, members, committee participants, and volunteers shall be subject to and shall comply with the La Liaison Conflict of Interest Policy, all related policies duly adopted by the Board, and all applicable law. The Conflict of Interest Policy shall apply to all organizational activities and functions, including meetings, communications, events, voting, and committee

work. The Board may require Directors, Officers, members, committee participants, and volunteers to complete written conflict-of-interest disclosures in such form, at such times, and with such frequency as the Board may determine. Any actual or potential conflict of interest, and any recusal from discussion, deliberation, or voting arising therefrom, shall be disclosed and recorded in the minutes of the meeting at which the matter is considered.

#### **ARTICLE 8: WHISTLEBLOWER PROTECTION POLICY**

The Board shall maintain and enforce a Whistleblower Protection Policy.

#### **ARTICLE 9: DOCUMENT RETENTION & DESTRUCTION POLICY**

The Board shall maintain and enforce a Document Retention and Destruction Policy.

#### **ARTICLE 9: NON-DISCRIMINATION POLICY**

The organization shall not discriminate on the basis of race, color, religion, sex, national origin, disability, sexual orientation, gender identity, or any other status protected by applicable law in any of its activities or operations.

#### **ARTICLE 8: INDEMNIFICATION & INSURANCE**

The organization shall indemnify its Directors and Officers to the fullest extent permitted by Louisiana law. The organization may purchase and maintain insurance on behalf of any Director, Officer, employee, or agent of the organization to the fullest extent permitted by law.

#### **ARTICLE 6: AMENDMENTS**

These Bylaws may be amended, altered, or repealed by a two-thirds (2/3) vote of the seated voting Directors at any regular or special meeting of the Board, provided that any such amendment, alteration, or repeal shall be consistent with the requirements of section 501(c)(3) of the United States Internal Revenue Code as amended, and shall apply prospectively only and shall not be given retroactive effect. Notice of proposed amendments shall be distributed to all Directors at least 3 days in advance of the meeting at which the vote will occur. All Board resolutions shall be certified by the full Executive Committee in lieu of individual Officer signatures and recorded in the official minutes.

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#### **CERTIFICATION AND ADOPTION**

These bylaws were adopted by La Liaison du Lycée Français International de la Nouvelle-Orléans (La Liaison) on March 19, 2026.

Previous edits and amendments were approved in October of 2024, February 1, 2024, and May 12, 2025. The original Bylaws were approved by the initial Board of Directors on December 1, 2011.