

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

ARTICLE 1: NAME, LOCATION, AND PURPOSE

The name of the organization shall be La Liaison du Lycée Français de la Nouvelle-Orléans. La Liaison du Lycée Français de la Nouvelle-Orléans is a private, non-profit organization located in New Orleans, Louisiana. The purpose of the organization is to support and further the mission of Lycée Français de la Nouvelle Orléans. Through collaborative efforts of parents and legal guardians, teachers, and administrators, the organization aims to enrich the students' school life and facilitate the growth and development of Lycée Français de la Nouvelle Orléans.

ARTICLE 2: MEMBERSHIP

The membership of the organization shall be open to all parents or legal guardians of students actively enrolled at Lycée Français de la Nouvelle Orléans, and all teachers and administrators actively employed by Lycée Français de la Nouvelle Orleans. Membership dues, if any, shall be established by the Executive Committee. In the event dues are established and charged, a member must be in good standing to have voting privileges or to be eligible to serve in appointed or elected positions. All dues shall be non-refundable. An annual drive for membership shall be conducted in the beginning of the school year, but new members may be admitted at any time.

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 the powers of the organization and do all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws.

Section 3.2 Code of Conduct.

All Directors shall commit to adhere to the La Liaison du Lycée Français de la Nouvelle-Orléans Code of Conduct and conduct otherwise required under Louisiana law.

Section 3.3 Nomination, Election, and Term of Directors.

A Nominating Committee made up of organization members, ideally the organization's Vice President, a Director, and a staff representative, shall recognize and seek qualified nominees for the elected leadership of the organization. The nomination period shall be published by both the organization and Lycée Français de la Nouvelle Orléans. If there are more nominees than there are vacant positions, the Nominating Committee shall present the proposed slate to the membership, published via the same publications, and an election by a vote of the members of

the organization shall be held in a procedure that does not require members to be present in order to vote. In the event there is more than one organization member in a single student's family, that household will receive one vote. Election results shall be published by both the organization and Lycée Français de la Nouvelle Orléans. Directors shall serve a one year term, or until their earlier resignation, removal, or death. Directors may serve up to six consecutive terms on the Board, unless no other candidates are willing to run for that office, in which case the incumbent may seek an additional one year term.

Section 3.4 Resignation and Removal of Directors.

Directors may resign at any time by notifying the President or Secretary of the organization in writing. Unless otherwise specified in the written notice provided by the resigning Director, no acceptance is required to make the resignation effective. Directors may be removed from office if absent from three consecutive meetings, or at any time for cause by a majority vote of the Board.

Section 3.5 Board Vacancies and Newly Created Directorships.

Any vacancy on the Board, or any newly created Director position, shall be filled by a majority vote of the Board. A Director elected to fill a vacancy or newly created Director position shall serve for the remainder of the unexpired term.

Section 3.6 Ex-Officio Directors.

The Principals and the Superintendent of Lycée Français de la Nouvelle Orléans shall serve as Ex-Officio Directors, with the right to attend and participate in all meetings, but without the right to vote on matters presented to the Board. The Board may, in its discretion, appoint additional non-voting Ex-Officio Directors to serve for a term of one year.

Section 3.7 Meetings and Voting.

The Board shall convene at least one meeting of the General Membership of the organization annually, ideally to be held on a campus of Lycée Français de la Nouvelle Orléans. Notice of any meeting of the General Membership shall be published by both the organization and Lycée Français de la Nouvelle Orléans, as far in advance of that meeting as is practicable.

The Board shall convene closed meetings as necessary in order to transact such business as may come before the Board. The minutes of the meetings of the Board shall record official action taken upon motions that are voted upon by the Board, and may contain a summary of pertinent discussion. In cases when the action is not by a unanimous vote, the "ayes" and "nays" and abstentions of the individual Directors shall be recorded upon the request of any Director. The minutes of the meeting become official when completed by the Secretary and approved by the Board. At all meetings of the Board, a majority of the total number of Directors shall constitute

a quorum for the transaction of business, and the act of a majority of the Directors present shall be the act of the Board. In the event that the Board is composed of an even number of Directors, the President's vote will be the deciding vote in a tie.

Section 3.8 Parliamentary Authority.

A parliamentary procedure agreed upon by the Board 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 President.

The President shall be the chief executive officer of the organization, 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 4.2 Vice-President.

The Vice-President shall, in the absence of the President, oversee the business and affairs of the organization, and perform the duties and exercise the power 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 4.3 Secretary.

The Secretary shall maintain the seal of the organization. The Secretary shall keep the records and documents belonging to the organization, and prepare correspondence for the organization as needed. The Secretary shall, with the assistance of the President, prepare the agenda for meetings of the Board, and shall keep on behalf of the organization a recording 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 their absence. The Secretary shall perform such other similar duties and have such other powers as may be assigned by the President.

Section 4.4 Treasurer.

The Treasurer shall have charge of the organization's funds and assets, 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 the President, taking proper vouchers for such disbursements. The Treasurer shall render to the Board, at regular

meetings of the Board or when the President or the Board so requires, an account of all their 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.

Section 4.5 Executive Committee.

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 majority vote.

Meetings of the Executive Committee may be called by the President, by any two members of the Executive Committee, or by a majority 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.

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 Account, Contracts, Checks, Notes, Etc.

All funds shall be kept in a checking account in the name of La Liaison du Lycée Français de la Nouvelle-Orléans held at a local financial institution. All contracts and agreements authorized by the Board, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money shall be signed by at least one Officer of the organization.

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.

A budget of revenue and expenses for the year shall be established at the beginning of the fiscal year. This budget shall be used as a guide for the activities taking place during the year. Any substantial deviation from the budget shall be approved by the Board. A final report of revenue and expenses for the 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, any funds remaining in the treasury shall be submitted to the Board of Directors of Lycée Français de la Nouvelle-Orléans for use at the School and will be considered a donation.

ARTICLE 6: AMENDMENTS

The Board may amend, alter, or repeal any provision contained in these bylaws by a majority vote 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.

ARTICLE 7: CONFLICT OF INTEREST

All Directors shall commit to adhere to La Liaison du Lycée Français de la Nouvelle-Orléans Conflict of Interest Policy.

These Bylaws were adopted by La Liaison du Lycée Français de la Nouvelle-Orléans on February 1, 2024.

The initial Board of Directors approved the original Bylaws on December 1, 2011.