

## **BYLAWS**

of the Lycée Français de la Nouvelle Orléans, Incorporated

Adopted August 11 2014

### **ARTICLE I ARTICLES OF INCORPORATION**

Lycée Français de la Nouvelle Orléans (LFNO) is formed for the educational purpose of developing and operating a school. The limitations, duration, and Board of Directors of LFNO, sometimes hereinafter referred to as “the Corporation,” are stated in its Articles of Incorporation.

### **ARTICLE II OFFICES**

**Section 1. Registered Office.** LFNO’s registered office shall be at 5951 Patton Street, New Orleans, Louisiana, 70125. The registered office need not be identical to the principal office of the Corporation, and may be changed at any time by the Board of Directors.

**Section 2. Other Offices.** The Corporation may have such additional offices within the State of Louisiana as the Board of Directors may establish.

### **ARTICLE III STRUCTURE**

**Section 1. Members.** Membership of the Corporation shall be comprised of those persons elected to the Corporation’s Board of Directors.

**Section 2. Stock.** The Corporation shall be organized on a non-stock basis.

**Section 3. Dissolution.** In the event that LFNO is dissolved, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IV DIRECTORS**

**Section 1. General Powers.** Subject to the limitations contained in the Louisiana Non-Profit Corporation Law, La. Rev. Stat. § 12:201 *et seq.*, the Articles of Incorporation, these Bylaws, and any policies established by the Corporation's Board of Directors, the Board of Directors shall set the policies of the Corporation, shall supervise, manage, and control the affairs and activities of the Corporation, and may adopt positions on issues of substance related to the purposes of the Corporation. All powers of this Corporation shall be exercised by, or under the authority of, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

1. To select and remove the officers of the Corporation and to prescribe such powers and duties for them as may not be inconsistent with the Louisiana Non-profit Corporation Law, the Articles of Incorporation, or these Bylaws, and to employ, discharge, and fix the compensation of, other Corporation personnel.
2. To conduct, manage, control and establish policies concerning the affairs and business of the Corporation; to determine on an annual or other basis the substantive areas in which the Corporation's activities are to be concentrated; to establish on an annual or other basis the priorities of the Corporation; and to oversee generally the implementation of the Corporation's program.
3. To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Among the policies to be set by the Board shall be policies prescribing the obligations of Board members with respect to fundraising and financial contributions, attendance at Board meetings, and commitment of time and effort to the affairs of the Corporation.

**Section 2. Number and Qualification of Directors.** The authorized number of Directors, to be set by the Board of Directors, shall be no less than five (5), and no greater than eleven (11). In addition, the French Consul General of New Orleans, or his representative designated by written proxy, will be invited to sit as an automatic member of the Board of Directors as an ex officio non-voting member. The Corporation may also have one or more

advisory Directors who shall have no voting power or authority but shall serve in an advisory capacity only, as more fully described in Section 9.

**Section 3. Nomination and Election of Directors.** The Nominating Committee shall solicit candidates for Directors from the community at large, shall review those candidates by a method of its choosing, and shall recommend qualified candidates to the Board. A candidate who is nominated by the Nominating Committee shall become a Director by a majority vote of Directors present.

**Section 4. Directors Elected in 2013; All Other Directors.** In order to initiate staggered terms of Directors, the Board of Directors elected in 2013 shall be made up of the following Classes of Directors:

Class A Directors shall serve a one-year term ending June 30, 2014.

Class B Directors shall serve a two-year term ending June 30, 2015.

Class C Directors shall serve a three-year term ending June 30, 2016.

All Directors elected after 2013 shall serve three-year terms.

**Section 5. Beginning and Successive Terms.** Each Director's first term shall be referred to as the "beginning term." After the beginning term, on the Nominating Committee's recommendation, a Director may serve a successive three-year term that shall expire on June 30th of the third year. Directors may only serve two consecutive terms, except when filling an unexpired term as described in Section 6.

**Section 6. Board Vacancies.** The Nominating Committee shall propose candidates to fill vacancies on the Board of Directors as they occur. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 7. Resignation and Removal.** Any Director may resign at any time by notifying the Chairman or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. After reasonable notice and an opportunity to respond, a Director may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving if in their judgment removal would serve the best interests of the Corporation.

**Section 8. Compensation.** Directors shall not receive any salaries or fees for their services as Directors, and all activities of Directors shall be in compliance with the Louisiana Code of Governmental Ethics, La. Rev. Stat. § 42:1101, *et seq.*

**Section 9. Advisory Members.** The Board from time to time may create one or more categories of non-voting advisors to the Board, who shall be members of the Corporation who support the purposes and goals of the Corporation. Such persons shall not be considered or counted as Directors; they also shall not be subject to the obligations imposed on Directors. Such persons shall be proposed by the Nominating Committee and such persons shall be elected to one-year positions by a majority vote of Directors present.

**Section 10. Indemnification of Directors.** To the fullest extent permitted by law, the Corporation shall indemnify its Directors and Officers, or former Directors and Officers, against judgments and fines (whether civil, criminal, administrative, or investigative) and amounts paid in settlement, costs, and expenses (including reasonable attorneys' fees) actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit, or proceeding in which he or she is or may be made a party by reason of having been such Director or Officer, or acts or omissions committed within the scope of activity as a Director or Officer, provided that the Board of Directors determines that the person or persons to be indemnified reasonably believed that he or she was acting in the best interests of the Corporation, and did not act willfully, with gross negligence, or with fraudulent or criminal intent.

## **ARTICLE V OFFICERS OF THE BOARD**

**Section 1. Officers.** The Officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other Officers as may be appointed by the Board of Directors.

**Section 2. Election.** The Board of Directors shall elect the Officers annually for a one (1) year term. Each shall hold office until he or she resigns, is removed, or otherwise is disqualified to serve, or until his or her successor is elected. Officers may serve more than one term if re-nominated and re-elected. Vacancies (due to removal, resignation, disqualification, death, or otherwise) may be filled for the unexpired portion of the term, or new offices created and filled, at any meeting of the Board of Directors, by majority vote of the Board of Directors.

**Section 3. Resignation and Removal.** Any Officer may resign his or her office at any time by notifying the Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Officers may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving if in their judgment the best interests of the Corporation would be served thereby.

**Section 4. Chairman.** It shall be the duty of the Chairman to preside over all meetings of the Board, and of the Executive Committee, and exercise and perform such other powers and duties as may be assigned to him or her from time to time by the Board or prescribed by these Bylaws.

**Section 5. Vice-Chairman.** It shall be the duty of the Vice-Chairman to, in the absence of the Chairman, perform the duties and exercise the powers of the Chairman, and perform such other duties as required to conduct meetings and oversee the affairs of the Corporation.

**Section 6. Secretary.** The Secretary shall keep on behalf of the Corporation a book of minutes of all meetings of the Board of Directors. The Secretary may direct that a qualified member of the Board or staff of the Corporation carry out the Secretary's responsibilities. The Secretary shall be the custodian of the corporate records of the Corporation, and, in general, shall perform all duties incident to the office of Secretary and such other duties as the Board of Directors may from time to time assign.

**Section 7. Treasurer.** The Treasurer shall ensure full and accurate accounts of receipts and disbursements, and shall serve as the agent of the Corporation for all designated bank accounts. The Treasurer shall be the custodian of the fiscal affairs of the Corporation, and in general, shall perform all duties incident to the Office of the Treasurer and such other duties as the Board of Directors may from time to time assign.

## ARTICLE VI COMMITTEES OF THE BOARD

**Section 1. Executive Committee.** There may be an Executive Committee of the Board of Directors composed of all Officers and one other Director as shall be elected to the Executive Committee by majority vote of the Executive Committee. Meetings of the Executive Committee may be called by the Chairman, by any two members of the Executive Committee, or by the Board of Directors upon email notice or phone call to the members of the committee of the purpose, date, time, and place of such meeting. Subject to any limitation imposed by law, the Articles of Incorporation, these Bylaws, or by resolution of the Board of Directors, the Executive Committee is empowered to authorize the initiation of any action or activity by the Corporation, or interpret and communicate the position of the Corporation on issues related to the Corporation's purposes and activities, where in its judgment an urgent situation exists which requires prompt action on the part of the Corporation. The Executive Committee also may conduct other business of the Corporation requiring urgent attention, provided that it does not take any action contrary to any policy adopted by the Board.

**Section 2. Other Standing Committees.** In addition to the Executive and Nominating Committees, the Board shall have as additional standing committees Governance, Development, Academic and Finance Committees. The Chairman of the Board of Directors shall appoint for each of these committees a chair, who in turn shall appoint the committees' members. Committee members may include persons who are not Directors.

**Section 3. Other Board Committees.** In addition to the Executive, Nominating, Governance, Development, Academic and Finance Committees that are established by these Bylaws, the Board of Directors may create and organize itself into other committees in order to better fulfill its responsibilities to the Corporation.

**Section 4. Committees are Advisory Committees Only.** Every committee shall serve solely in an advisory capacity in making recommendations to the Board of Directors as it concludes are desirable or expedient. Unless expressly permitted by these Bylaws, no committee has the authority to act on behalf of the Corporation.

## ARTICLE VII MEETINGS OF THE BOARD

**Section 1. Annual, Regular, Special and Committee Meetings.** All annual, regular, special and committee meetings of the Board of Directors shall be held in accordance with the Louisiana Open Meetings Law, La. Rev. Stat. § 42:4, *et seq.*

**Section 2. Annual Meeting.** An annual meeting of the Board shall be held at least once each year in May on such date and at such place and time as designated by the Board to elect Directors and Officers whose terms are expiring.

**Section 3. Regular Meetings.** The Board of Directors shall attempt to meet monthly, and no less than ten (10) times annually, at a meeting location to be determined by the Chairman of the Board, and within the greater New Orleans area.

**Section 4. Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman, or by any three members of the Executive Committee, or by any group of Directors comprising at least one-third (1/3) of the Board of Directors then serving. The person or persons calling a special meeting shall advise all Directors of the purpose, date, time, and place of the special meeting either through email or telephone at least three (3) days in advance.

**Section 5. Committee Meetings.** Written notice of the date, time, and place of all Committee meetings shall be sent to each Director personally, by mail or email.

**Section 6. Quorum.** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or any specified item of business. Except as otherwise provided by these Bylaws, the vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present, shall be the final determination of the Board.

**Section 7. Manner of Acting.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, or of the Executive Committee, except where these Bylaws require decisions by a majority or more of the Directors presently serving.

**Section 8. Notice to Public.** Notice of Board and committee meetings shall be provided to the public as prescribed by the Louisiana Open Meetings Law, La. Rev. Stat. § 42:4, *et seq.*

**Section 9. Rules of Order.** When not in conflict with any of the provisions of these Bylaws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

**Section 10. Order of Business.** The order of business for regular meetings of the Board may be conducted as follows:

- roll call
- approval of minutes
- old business
- reports and recommendations of committees
- reports and recommendations of the Chairman
- new business and action items
- remarks from board members
- remarks from audience participants before an issue to be voted upon

**Section 11. Open Meetings.** All regular Board meetings shall be open except when otherwise ordered by the Board for the consideration of executive issues as permitted by law, La. Rev. Stat. § 42:6.1, *et seq.* No final or binding action shall be taken in closed or executive sessions. The Chairman of the Board shall prepare and forward to each Director of the Board a tentative agenda for the meeting. At his or her discretion, the Chairman of the Board may place a particular item or subject on the agenda at the request of any Director of the Board. The Board may take action on an item that is not on the agenda only as permitted by law.

**Section 12. Public Comment.** Individuals who desire to speak on an agenda item before that item is voted on by the Board may do so by submitting a fully completed and signed "speaker's card" and submitting it to the Chairman of the Board or his or her designee prior to the start of the public comment period for that agenda item. After the public comment period for

that agenda item has begun, any further requests to address the Board may be denied at the discretion of the Chairman. In the case of a delegation wishing to address the Board, each delegation shall select one of its members to be its speaker and identify the speaker on the submitted speaker's card. Comments by any speaker shall be strictly limited to the agenda item before the Board. Scheduled and unscheduled comment periods shall be limited to a total of one half-hour (30) minutes with individual speakers limited to three (3) minutes at the discretion of the Board. Speakers shall refrain from making accusatory or defamatory comments about individuals by name. Speakers who violate this policy may be denied the opportunity to continue to address the Board during that meeting.

**Section 13. Board Minutes.** The minutes of the meetings of the Board shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report of the pertinent discussion. In all 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 of the Board. The minutes of the meeting become official only when completed by the Secretary of the Board and approved by the Board.

## **ARTICLE VIII MISCELLANEOUS**

**Section 1. Tax Returns and Financial Statements.** The Corporation shall file timely its annual federal income tax as required by tax regulations and instructions.

**Section 2. Execution of Documents.** The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Section 3. Inspection of Bylaws.** The Corporation shall keep in its principal office the original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Board of Directors at all reasonable times during office hours.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June unless otherwise determined by the Board of Directors.

**Section 5. Accountant.** The Corporation shall have the right to have an accountant.



**Section 6. Policies and Procedures.** Any action by the Board of Directors establishing policy or methods of procedures, administrative, business, academic or otherwise, not contained in these Bylaws shall be known as “Policies and Procedures of the LFNO Board of Directors.” Policies and procedures of the Board of Directors may be adopted by the Board or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with law.

**ARTICLE IX  
ALTERATION, AMENDMENT, OR REPEAL**

The Articles of Incorporation or these Bylaws may be altered, amended, or repealed by the vote of a two-thirds (2/3) majority of the Directors of the Corporation presently serving.

I certify that the foregoing Bylaws of LFNO were approved and adopted by and on behalf of the Corporation by its Board of Directors on August 11, 2014, and are currently in effect.

Date: August 11, 2014



Secretary  
Board of Directors  
Lycée Français de la Nouvelle Orléans