

Alliance Française of Tucson

Bylaws

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Article I: Name

The name of the Corporation shall be: Alliance Française of Tucson. It may also be referred to in these bylaws as the “Corporation” or the “Alliance.”

Article II: Purpose

The Alliance Française of Tucson shall be organized and operated for educational and cultural purposes as set forth in its Articles of Incorporation (July 5, 1973, Pima County, State of Arizona, and all subsequent amendments thereto) as a 501(c)(3) membership organization.

The primary purpose of the Alliance shall be to sponsor and promote educational, cultural, scientific or charitable activities, and to enhance knowledge and understanding of French language and culture in Tucson and surrounding communities.

The Corporation operates within a framework of responsible and well-balanced management which guarantees its spirit of independence.

The Corporation has no political or religious affiliations and prohibits any form of discrimination.

Article III: Affiliation

The Alliance Française of Tucson shall be affiliated with the Federation of Alliance Françaises USA and shall pay annual dues to the Federation as required by Federation bylaws. The Executive Director of the Corporation and the President of the Board shall be designated to communicate with the Federation, as well as with the Délégation Générale of the Fondation Alliances Françaises as required by these organizations. The Corporation shall send the Délégation Générale an annual report on the Corporation’s activities and finances.

Article IV: Board of Directors

Article IV, Section 1: Duties

The affairs of the Alliance Française of Tucson shall be governed and managed by its Board of Directors. The Board will meet at least four times per year and will work to maintain the mission and goals of the Corporation through the following activities:

- Support and development of education programs.
- Expansion of membership.
- Promotion of proficiency in the French language.

- Sponsorship of activities that promote francophone culture.
- Support of activities that foster local and global alliances.
- Maintenance of the fiscal integrity and viability of the Corporation.

The Board shall also:

- Transact necessary business such as may be required by the Corporation, including the approval and payment of necessary invoices.
- Present a detailed report to the members at the Annual Meeting concerning the programmatic and fiscal state of the Corporation.

Prepare and present to the Corporation at its Annual Meeting a plan for cultural and educational activities and a preliminary financial outlook for the next fiscal year.

Article IV, Section 2: Composition

The Board of Directors shall consist of the Officers of the Corporation (as defined in Article V, Section 1), and three members-at-large. The Officers and members at-large shall be nominated and elected by the membership at the Annual Meeting of the Corporation. Each shall be elected by a majority of the votes cast by members of the Corporation, as long as a stipulated quorum of 40 percent of members is present at the Annual Meeting or has cast an absentee (proxy or electronic) vote. (See Article VII, Section 3 for quorum stipulations.) The President will serve as the Chair of the Board. In that capacity he or she will, in collaboration with the Executive Director, set the agenda for the meetings. The Executive Director will serve as member *ex officio* of the Board.

Article IV, Section 3: Term and Election

The term of office for Board members elected at the Annual Meeting shall be one year, corresponding with the fiscal year of the Corporation. A board member may be reelected without limitation on the number of terms that he or she may serve.

Article IV, Section 4: Removal

Any Board member may be removed, with or without cause, by a vote of five members of the Board or of two-thirds of the Board members then in office.

Article IV, Section 5: Vacancies and Resignations

Resignations of Board members shall be tendered in writing or via electronic mail to the President and the Board. Vacancies on the Board that occur with more than three months remaining in the vacated term shall be filled by appointment by the Board of Directors.

Vacancies that occur on the Board with three months or less remaining in the vacated term will be filled at the next regular election of Board members.

A Board member may request a leave of absence of no more than two months. Such a request must be approved by a majority of the other Board members.

Article IV, Section 6: Quorum and Action

One half of voting Board members shall constitute a quorum at a Board meeting, and a majority of those present is necessary to pass most resolutions. Resolutions for expenditures of over \$500 or that incur debt that are not included in the approved budget shall, however, require an affirmative vote of two-thirds of the Board members then in office.

Article IV, Section 7: Regular Meetings

Regular meetings of the Board of Directors shall be held at least four times in each calendar year, the time and place to be determined by the Board. The dates for these meetings shall be set at the first Board Meeting of the year and may be changed with approval of a majority of the Board. Board members shall receive reminders from the Secretary of regular Board meetings by electronic mail at least seven days in advance of the meeting. Regular meetings of the Board are open to the membership, and minutes of all Board meetings shall be available to the membership.

Article IV, Section 8: Special Meetings

Special meetings of the Board, i.e., meetings in addition to the regular meetings, shall be held at a time and place to be determined by the Board. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally, by regular postal service or electronic mail by the President or the Executive Director at least five days prior to the special meeting.

Article IV, Section 9: Alternative Meeting Venue

Any meeting of the Board may be conducted through the use of any means of communication by which all Board members participating may simultaneously hear each other during the meeting. This includes telephone or Internet connections.

Article IV, Section 10: Compensation

Board members shall not receive monetary compensation or salary for their Board service, but

may be reimbursed for related expenses.

Article IV, Section 11: Action by Consent

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Officers.

Article V: Officers

Article V, Section 1: Titles

The officers of the Alliance Française of Tucson shall be the President, Vice President, Treasurer, and Secretary.

Article V, Section 2: Election

Officers shall be elected annually by a majority vote of a quorum (40%) of members present or having cast an absentee ballot (written proxy or electronic) at the Annual Meeting of the membership, to be held prior to fiscal year end of each year. They shall serve one-year terms or until their successor has been elected, whereupon their successors shall be elected and qualified. An officer may be reelected without limitation on the number of terms he or she may serve. Officers shall assume their position on January 1 following their election.

Article V, Section 3: Vacancies

A vacancy in any office shall be filled for the remainder of the term as detailed in Article IV, Section 5.

Article V, Section 4: Other Officers

The Board may recommend to the membership the creation of new officer positions and the election or appointment of other officers, agents, and employees as it shall deem necessary and desirable from time to time. To establish new officer positions, the approval of a

majority of a quorum of the voting membership must be sought. New officers, agents or employees shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board.

Article V, Section 5. Duties of Officers

President:

The President shall serve as the chief operating officer of the Alliance Française of Tucson. He or she will be Chair of the Board, serve as member *ex officio* of all committees of the Corporation, except the Program Committee, if one exists, of which he or she shall serve as Chair and voting member.

The President shall preside at all meetings of the Corporation and of the Board at which he or she may be present, and shall coordinate the work of the officers and committees of the Corporation in order that its purposes may be promoted. The President shall assume the duties of the Executive Director in the event that he or she is unable to perform the duties of that office, or if the position of Executive Director is unfilled.

In addition the President shall

- Ensure the legal representation of the Corporation;
- Ensure adherence to and enforcement of the bylaws and the resolutions taken by the Board of Directors;
- Approve recruitment and dismissal of administrative and teaching staff according to suggestions made by the Executive Director.

Vice President:

The Vice President shall have oversight of all marketing, fundraising and development activities. He or she shall oversee the activity of the Head of Education when such position is filled, and shall be Co-chair of the Education Committee (if one exists) with the Head of Education. The Vice President shall assist the President in his or her duties and shall have any other powers and duties as may be prescribed by the Board. The Vice President shall perform the duties of the President in the event he or she is absent or otherwise unable to carry out the duties of office.

Treasurer:

The Treasurer shall have overall responsibility for fiscal management and organization of the Alliance Française of Tucson. The Treasurer shall perform or cause to be performed the following duties: (a) keep full and accurate accounts of all financial activities of the Alliance; (b) deposit all monies and other valuable effects in the name and to the credit of the Alliance in such depositories as may be designated by the Board; (c) disburse funds when proper to do so; (d) make financial reports as to the fiscal condition of the Alliance to the Board at each of its meetings, and to the membership at its Annual Meeting; (e) be responsible for payroll and payroll tax management and file appropriate year-end forms with the Internal Revenue Service and other taxing authorities; (f) have signing authority

over the bank accounts and may delegate this authority with the approval of the Board; (g) develop annual budget projections; (h) and other duties as may be prescribed by a majority of the Board.

Secretary:

The Secretary shall have overall responsibility for record keeping of the Alliance Française of Tucson. The Secretary shall authenticate and store all records of the Corporation and carry out any other duties as may be prescribed by a majority of the Board. He or she shall be responsible to oversee the creation, updating and distribution of all promotional materials for the Alliance (for example, membership brochures, newsletters, and announcements), and shall serve as Chair of the Marketing and Communications Committee (when one exists). The Secretary shall have the responsibility to record the minutes of all meetings of the Board. Such minutes will be provided to the Directors in electronic format within ten days of the meeting, and will be approved by a two-thirds majority of the Board at the first meeting following the one for which minutes were taken. He or she will provide appropriate and timely written or electronic notice of all meetings of the Board and of the membership.

Article VI: Executive Director and Other Staff Positions

Article VI, Section 1: Executive Director

An Executive Director shall be appointed by the Board at its annual meeting. He or she will receive an annual salary, to be determined by the Board at its annual meeting. The Executive Director shall have oversight of all Corporation activities, including educational and cultural programs, marketing and fundraising, and shall perform such other duties as may be prescribed in these Bylaws or assigned to him or her by the Corporation through a majority vote of the Board.

The Executive Director shall, with the assistance of members of the Board, have responsibility to: act as liaison to the Federation of Alliances Françaises USA and to the Délégation Générale; create annual reports as requested by the Board for the membership and national organizations; coordinate the development of fundraising and major cultural events; seek educational and cultural grants; establish and maintain the master calendar for all events.

Article VI, Section 2: Head of Education

The Head of Education shall assume responsibility for operation and management of all educational activities of the Corporation. He or she will report to the Vice President, who will represent the interests of the educational programs at Executive Board meetings. Responsibilities of the office include, but are not limited to determining class offerings for each session; hiring,

scheduling and assigning teachers, tracking class enrollment; assessing needs for new technology; and creating a faculty development program to educate teachers about the most effective strategies. This position may be assumed by the Executive Director.

Article VII: Membership

Article VII, Section 1: Qualifications for Membership

Any individual or organization subscribing to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, religion, creed, sex, or national origin.

Article VII, Section 2: Categories of Membership

There shall be four categories of membership: *Individual, Family, Student, and Organizational* .

An individual membership provides the following benefits:

- Invitations to French-themed social and cultural events such as dinners, film screenings, book clubs and conversation groups.
- Free use of the Alliance's library.
- Availability of French language classes
- Discounts at local French-themed restaurants, retailers and service providers as may become available.

A student membership is open to full-time students in an accredited secondary school or college and allows them the benefits of individual membership.

A family membership provides all the benefits of individual membership to all immediate family members (spouses and children). Each parent is allotted one vote on matters decided by the membership.

An organizational membership is for small businesses, companies or organizations. Up to 10 members of the organization may have the benefits of individual membership. In addition, a welcome article will appear in the newsletter, and discounted advertising rates will apply for the brochure or at special events. Each organizational member is allotted one vote on matters decided by the membership.

Article VII, Section 3: Enrollment and Participation of Members

1. The Corporation shall conduct an annual enrollment of members, but persons may be admitted to membership at any time.
2. Only members in good standing (i.e., those with no dues or other fees in arrears) of the Corporation shall be eligible to participate in its business meetings, or to serve in any of its elected or appointed positions.
3. All members are entitled to vote in matters brought to the general membership, as detailed above in Article VII, Section 2.
4. A quorum shall consist of forty percent of eligible voting members. Individual, organizational and student members may each cast one vote; family memberships qualify for two votes, one for each parent.

Article VII, Section 4: Dues and Fees

Dues for each membership category shall be determined for the next fiscal year by a majority vote of a quorum of the Board at its last regular meeting of the preceding fiscal year. Fees for individual events, special classes, or any other activity of the Corporation shall be determined on an individual basis by the Board.

Article VIII: Meetings

Article VIII, Section 1: Annual Meeting of Members

The Annual Meeting of members will be held between September 1 and December 31, on a date to be determined by the Board and announced to all members at least 15 days in advance. An agenda will be provided with the announcement.

Article VIII, Section 2: Quorum of Members

Forty percent of the members in good standing shall constitute a quorum for the transaction of business at any meeting of the members of the Corporation. Under circumstances and processes to be determined by the Board, members may vote in absentia (by land or electronic mail) on issues that have been previously brought to their attention.

Article IX: Indemnification

Article IX, Section 1: Mandatory Indemnification

The Corporation shall, to the extent required by Arizona Revised Statute Sections 10-3850 to 10-3858, inclusive including any amendments thereto (but in the case of any such amendment, only to the extent such amendment requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the members, the Arizona Non-Profit Corporation Act or otherwise. All capitalized terms used in this Article IX and not otherwise defined herein shall have the meaning set forth in ARS Section 10-3850.

Article IX, Section 2: Conditions

The Corporation shall be required to indemnify only upon a determination by the Corporation that indemnity is permissible, made in accordance with A.R.S. Section 10-3855 and based upon the standards in ARS 10-3851 or other applicable statutory provisions. The Corporation may, but need not, advance expenses provisionally for payment of claims, subject to receiving appropriate security, if the circumstances warrant. Such indemnification shall not apply to the extent that the injury or damage was a result of an indemnified person's intentional misconduct or knowing violation of law; or a transaction that result in an improper personal benefit of money, an act or omission that was not in good faith or was beyond the scope of authority of such person in such capacity; or any proceeding by or in the right of the Corporation in which such person was judged liable to the Corporation.

Article IX, Section 3: Permissive Supplementary Benefits

The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

Article X: Standing and Ad Hoc Committees

Article X, Section 1: Standing Committees

The establishment of a nominating committee is required prior to the Annual Meeting of members. Its purpose is to identify individuals from the membership who shall be presented as candidates for the Board of Directors and voted on at the Annual Meeting. Committee members must be appointed from the general membership. The Chair of the nominating committee shall be chosen by a majority vote of a quorum of the Board. A minimum of two other members of the nominating committee shall be appointed by its Chair.

The Board may by a majority vote from time to time create such other standing committees as it may deem necessary to promote the purposes of and carry on the work of the Corporation. The Board shall appoint from the membership and designate the Chair of such committees. The Board may by majority vote abolish such committees when they are felt no longer to be necessary to promote the mission of the Corporation.

Article X, Section 2: Ad hoc Committees

The power to form *ad hoc* committees, to determine their scope of responsibility, and to appoint their members rests with the Board of the Corporation. The Chair of an *ad hoc* committee shall be appointed by the Board when the committee is formed and its duties specified.

Article X, Section 3: Committee Organization

The President shall be a member *ex officio* of all committees except the Program Committee, if one exists, which he or she shall chair. The Vice President shall act *ex officio* at the Program Committee meetings.

Article XI: Amendments to These Bylaws

These Bylaws may be amended or repealed, in part or in whole, and new Bylaws adopted, by a two-thirds majority of voting members present at a regular or special meeting of the membership, if a quorum is present. Prior to voting on the adoption of the amendment, each member shall be given at least fourteen days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered. Such notice shall state that one of the purposes of the meeting is to consider a proposed amendment(s) to the Bylaws and shall contain a copy of the proposed amendment(s). Votes on amendments to the bylaws can be by written proxy or electronic means.

A proposal to amend the bylaws may be made by one tenth of the members. Such a proposal is to

be submitted to the Board of Directors at least one month before the meeting.

A copy of current bylaws will be sent to the Fondation Alliance Française following any amendment.

Article XII: Dissolution

In the event of a dissolution, the Board of Directors appoints one or more auditors to deal with the liquidation of the Corporation's assets. It will allocate the net assets to another Alliance Française chapter operating in the country.

Article XIII: Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board, the Executive Director or designated Board member shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meetings may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article XIV: Fiscal Year

The fiscal year of the Corporation shall commence on January 1 or each year and end on December 31.

Article XV: Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they exist and as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article XVI: Conflict of Interest

Article XVI, Section 1

No Officer or Director of the Corporation (“Corporate Official”) shall participate in the decision making process on any matter in which such Corporate Official or a Relative of such Corporate Official, as defined below, has any Interest.

For purposes of this Article XVI, a Relative means the spouse, child, grandchild, parent, grandparent, brother or sister of the whole or half blood of a Corporate Official and their spouses, the parent, brother, sister, or child of a spouse, an individual having the same home as the Corporate Official; a trust or estate of which an individual specified above is a substantial beneficiary; and a trust, estate, incompetent, conservatee or minor of which the Corporate Official is a fiduciary.

For purposes of this Article XVI, an Interest means any pecuniary or proprietary interest. A person has a pecuniary interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Article XVI, Section 2

Upon learning that the Board of Directors is involved in a matter in which a Corporate Official is not a Disinterested Corporate Official because such Corporate Official or a Relative of that Corporate Official has an Interest in such matter, the Corporate Official shall notify the Chairperson of the Board and shall immediately withdraw from any further consideration or discussion with the Board of Directors or other officers or employees of the Corporation with respect thereto. No Corporate Official shall use his or her position as a Corporate Official to

gain access to information or influence the decision making process of the Board of Directors in connection with any matter concerning the Corporation in which such Corporate Official has an Interest. Upon receipt of notice from a Corporate Official that such Corporate Official has an Interest in a matter in which the Corporation is involved, the Chairperson shall remove such Corporate Official from any deliberation and not furnish or provide him or her with the information pertaining to that matter which is furnished to the other Directors; except to the extent that such information is generally available to the public at large.

Article XVI, Section 3

At the time a person becomes a Board Member such person shall complete and submit to the Chairman of the Board or President a signed statement which affirms such Corporate Official has (i) received a copy of these Bylaws, (ii) has read and understands the Conflict of Interest policies contained in these Bylaws, and (iii) has agreed to comply with such policies.

Article XVI, Section 4

A determination by the Board of Directors that a Board Member has willfully violated any of the guidelines set forth herein shall result in the removal of such Board member from all further involvement with the Board.

Article XVI, Section 5

No member of the Board of Directors may receive any remuneration from the Corporation neither in respect of services provided within the framework of their own profession nor in respect of an internal provision of services. No employee of the Corporation can become a member of the Board of Directors.

ARTICLE XVII: Prohibition Against Private Inurement

No director, officer, employee of the Corporation, member of a committee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Corporation, except that the Corporation can pay reasonable compensation for services rendered.

DATES OF ADOPTION AND AMENDMENTS

Initially ratified November 03, 2014, by unanimous vote of the Executive Board.

Rosann Gonzalez, Treasurer _____

Wayne R. Cohen, Secretary _____

Octavio Armendariz, Recording Secretary _____

Amended by the Membership on: