

# Club Lafayette By-Laws

## Article I

### *Name and Location*

#### Section 1. Name

The name of the association is and shall forever be known as Club Lafayette until the Club's dissolution. Thereby honoring the Club's founders and it's Franco-American heritage for all eternity.

#### Section 2. Location

It shall be located at Lowell, Commonwealth of Massachusetts

## Article II

### *Purpose*

The purposes for which this association is formed are as follows: To promote and engage in civic, cultural, charitable, educational and social matters and affairs.

## Article III

### *Officers and Directors*

#### Section 1. Officers

The officers of the club shall be a President, Vice-President, Treasurer, and Secretary, who shall be ex-officio Secretary of the Board of Directors, and a Board of Directors of seven members of the club consisting of the four officers above named chosen from the directors and three other directors.

#### Section 2. Election of Directors and Eligibility

##### a. Election

There shall be a board of seven directors elected from the floor at the annual meeting, three for a term of three years, two for a term of two years, and two for a term of one year. Each year after will elect from the floor to replace outgoing board members

##### b. Eligibility

No voting member shall be eligible for membership to the Board of Directors unless he has been a member of the club for three consecutive years prior to his election to that board. This provision may be waived by a majority vote of the quorum at the annual meeting upon the request of any member.

Any voting member in good standing may run for the Board of Directors but may not become an officer, as defined in Article III, Section 3, on the board if he is an employee of the club.

"Employee" shall be defined in accordance with the Internal Revenue Service code.

#### Section 3. Method of election of officers

As soon as convenient after the annual election of the Board of Directors, said board shall meet and choose from among their own number the President, Vice-President, Treasurer and Secretary above provided for, which officers shall serve in such capacity for one year beginning with the first meeting of the Board of Directors following the annual meeting, or until their successors are duly elected and qualified.

#### Section 4. Vacancies

The Board of Directors may fill any vacancy in the offices of the club or the Board of Directors, the term of such vacancy to last only until the next annual meeting.

#### Section 5. Substitute

If illness or service in the armed forces or conditions of a temporary nature prevent participation of a director, the Board of Directors may elect from the membership a qualified member to serve as a substitute director until said director is able to return as an active director, or until his term of office expires, whichever occurs first.

## **Article IV**

### *Duties of Officers and Directors*

#### Section 1. President

The President shall preside at all meetings of the club and the Board of Directors. He shall also be ex-officio, a member of all committees. All contracts, deeds, leases or other documents, after approval by the Board of Directors, shall be signed on behalf of the club by the President, who shall also affix the corporate seal, and if the documents are of a financial character, shall also be countersigned by the Treasurer. The President shall appoint from the membership such committees, as he deems advisable for the proper management of the Club.

#### Section 2. Vice-President

In case of the absence or disability of the President, it shall be the duty of the Vice-President to act in his stead. The Vice-President shall be Chairman of the House Committee.

#### Section 3. Treasurer

##### a. Duties

The Treasurer shall be bonded. He shall be charged with the collection and custody of the funds of the club and their disbursement under the direction of the Board of Directors. He shall deposit said funds in a bank or banks approved by said board. He shall keep accurate financial records of the club in books belonging to it which records shall be available for inspection at all times by the Board of Directors. The Treasurer shall make a written report of the financial condition of the club at its annual meeting.

##### b. Audit

The accounts of the Treasurer shall be audited annually prior to the annual meeting by a Certified Public Accountant selected by the Board of Directors.

#### Section 4. Secretary

The Secretary shall keep a record of all the meetings of the club and of the Board of Directors. He shall notify all persons of their election to office or appointment to committees. He shall have custody of all documents, periodicals, and correspondence of the club.

#### Section 5. Directors

The Directors shall have the management and control of all property, effects, and assets of the club, authorize contracts and purchases, and shall exercise a general superintendence of its interests and welfare. It shall set the wages of all club employees and may require that they be bonded. It shall appoint a club manager and the club's liquor license shall be in the name of said manager. The club shall obtain a liability insurance policy to indemnify said manager. It shall make rules concerning the use of the rooms and all other property of the club. It shall have no power to transfer or sell any property belonging to the club unless authorized by a majority of the members. It shall have authority to suspend or expel members for reasons specified in the By-Laws. Four members shall constitute a quorum. The Board of Directors shall meet at least once a month at the call of the President. The Board of Directors at its discretion may replace any officer or director absent without just cause from three consecutive meetings. The Board of Directors will set the compensation for the Treasurer and the Secretary.

## **Article V**

### *House Committee*

- a. There shall be a three man House Committee and the Vice-President shall be its Chairman. The President shall be a member ex-officio and shall have a voice but no vote. There shall be two other members appointed by the Vice-President from the Board of Directors.
- b. The duties of the House Committee shall include but not be limited to the supervision of the overall operation of the club on a day-to-day basis, all aspects of employee-employer relations, and shall be the body with jurisdiction over all aspects of member discipline in the first instance.
- c. Any and all complaints lodged by a member or guest against a member or a member's guest shall be referred to the House Committee for a hearing. The House Committee will conduct an investigation surrounding the circumstances of the complaint and will make appropriate recommendations for discipline to the Board of Directors. The member under investigation shall have the right to have representation by council and have the right to be represented at the meeting of the Board of Directors during the presentation of the House Committee's recommendation. There shall be no appeal from the decision of the Board of Directors with respect to member discipline.

## **Article VI**

### *Reserve Fund*

There shall be a Reserve Fund under the control of the Treasurer to which all net profits in excess of two thousand dollars (\$2,000.00) as determined by the Treasurer's Annual Report shall be transferred.

In the event that the Treasurer's Annual Report shows an operating deficit, the Board of Directors will transfer from the e Reserve Fund to the Operating Account an amount of money not to exceed five thousand dollars \$(5,000.00), to cover the amount of this operating deficit. If the deficit exceeds five thousand dollars (\$5,000.00), the balance of the deficit will be transferred from the Reserve Fund only if approved by a three-fourths vote of the membership present and voting at a meeting subsequent to a meeting at which a motion is made to transfer such an amount. If the motion to transfer the balance of the deficit is not approved, an assessment will be made on all of the members to provide the needed sum.

Any other proposed withdrawal will be presented to the members at the annual meeting or at a special meeting of the members called by the President. It will then be referred to a subsequent member's meeting for action. No such withdrawal will be authorized unless approved by a three-fourths vote of the members present and voting.

## **Article VII**

### *Financial Emergencies*

In the event that an emergency repair to the physical plant of the club quarters becomes necessary, the President shall call an emergency meeting of the Board of Directors.

A quorum for such meeting shall be two-thirds of the Board.

At the meeting, the President shall present the particulars of the emergency, shall submit at least three estimates for repairs, and call for a vote to authorize repairs and payment of same. A simple majority of the directors present is all that shall be required to authorize and fund said repairs.

## **Article VII**

### *Membership*

#### Section 1. Eligibility

- a. Any male citizen of the United States of America, twenty-one years of age or older, and of French ancestry may join as a member of the club upon election by the Board of Directors.
- b. Any male citizen of the United States of America, twenty-one years of age or older, may join as an associate member of the club upon election by the Board of Directors.

#### Section 2. Mechanics of Membership

Applications for membership must be made in writing, contain the name, address, and occupation of the applicant, bear the endorsement of two members and be presented to the Board of Directors. The application fee as determined by the Board of Directors and payment of the yearly dues must accompany all applications. Such payment will be refunded in case of rejection. The Secretary must post the application on the club bulletin board for at least one month before the Board of Directors takes action. No person who has been rejected can file a new application until six months after the date of rejection.

#### Section 3. Resignation

A member can tender his resignation from the club by means of a signed letter to that effect addressed to the Board of Directors.

#### Section 4. Causes for expulsion

Any member may be suspended or expelled for any action inconsistent with the best interest of the club. He shall be entitled to a hearing before the Board of Directors only after he has had a hearing before the House Committee.

#### Section 5. Guests

Members shall be responsible for the behavior of their guests at the club. All members must have their guests registered in the book provided for that purpose.

#### Section 6. Damage to Club property

Destruction or damage to the property of the club must be paid for by the member responsible for the same, the cost to be assessed by the Board of Directors.

#### Section 7. Associate membership

Associate members shall have all voting rights and privileges as regular members.

#### Section 8. Honorary Life Member

Any member in good standing at age seventy or older with ten years continuous membership becomes a Honorary Life Member.

## **Article IX**

### *Dues*

#### Section 1. Dues

The Board of Directors shall set the dues. The figure will be published to the membership and the amount will be due and payable within 30 days of publication.

#### Section 2. Non-payment of dues/penalty

If a member has failed to pay his dues within 30 days of publication, the Treasurer shall make written application for same. Failure to pay within 15 days of the written application will result in suspension of membership.

## **Article X**

### *Meetings*

#### Section 1. Annual meeting

The annual meeting of the club shall be held in the month of January; the actual date to be left to the discretion of the Board of Directors. Fifteen percent of the full, voting membership shall constitute a quorum.

#### Section 2. Special meetings

A special meeting may be called by the President or upon the written request of 10% of the members. The Secretary shall give notice of such meeting and the reasons for the same to all members at least five days before the meeting.

#### Section 3. Subject matters at meetings

The Board of Directors may in their discretion bar the discussion of political or religious questions at the meetings.

## **Article XI**

### *Amendments*

Any proposition to amend the Constitution or By-Laws must be made in writing, read at a regular meeting and posted in a prominent location until the following meeting. It will then be read a second time before being discussed, adopted or rejected. Two weeks before the date of this second meeting, the nature of the proposed amendment is to be sent to every member. A two-thirds vote of the members present and voting shall be necessary to authorize any amendment.

Roberts Rules of Order shall govern all deliberations.

## **Article XII**

### *Dissolution*

The club cannot be dissolved of as long as ten members adhere to its Constitution and By-Laws. This article can only be amended by a unanimous vote of the members of the club.

## **Article XIII**

### *Integration Clause*

Any previously enacted By-Law or valid amendment to the By-Laws not specifically incorporated herein is rejected and considered null and void. This shall not prohibit the reenactment of any By-Law or Amendment consistent with Article XI of these By-Laws.