



# Alliance Française de Tulsa

## **BYLAWS**

### **Section 1 Purpose**

Article 1: the mission of the Alliance Française de Tulsa is to promote French language and culture through programs in education and the arts, to improve cross-cultural understanding, and to strengthen intercultural communication.

Article 2: the group is organized exclusively for cultural purposes as described under section 501(c) (3) of the Internal Revenue Code.

### **Section 2 Administration**

Article 1: the Alliance Française de Tulsa shall be governed by its Officers and by a Board of Directors (BOD). The Board of Directors shall appoint The Executive Committee, which must include four officers, to act as an interim authority when the entire Board is not available. The President will serve as chairperson of the Executive Committee.

Article 2: the Officers shall consist of a President, a Vice-President, a Treasurer, an Education Liaison and a Communications Director, each elected for a two-year term by an absolute majority of the votes cast by Members present at the Annual General Meeting. A quorum of one-third of the active membership must be present at the Annual Membership Meeting. Proxy voting by members or the Board of Directors will be accepted and count toward the quorum.

Article 3: the Officers will perform the functions generally associated with their respective positions and as detailed in appendix A

Article 4: the Board of Directors shall consist of the Officers and up to seven other Members, each elected for a two-year term by an absolute majority of the votes cast by Members present at the Annual General Meeting. See Section 2, Article 2 for quorum stipulations. The President will serve as the Chairperson of the Board.



# Alliance Française de Tulsa

Article 5: the Board of Directors shall meet at least four times per year and will work to develop and expand membership, activities and programs as well as:

- Maintain the mission and goals of the Alliance Française of Tulsa in association with the Alliance Française of USA
- Support and develop education programs
- Promote proficiency in the French language
- Sponsor cultural activities which promote francophone culture
- Support activities which foster local and global alliances
- Maintain the financial integrity of Alliance Française of Tulsa
- Consider any amendment proposed to these bylaws

Fifty-one percent of the elected Board members constitute a quorum for voting purposes. Attendance at board meetings is mandatory and two unexcused absences during a year constitute resignation from the board.

Article 6: the Chairperson of the Board will select committee chairpersons. Committees may include non-board members, but committee chairs must be Board members. The members of each committee shall be selected and approved by a simple majority vote of the BOD. Committees serve as advisors to the BOD.

Article 7: the Officers and Members of the BOD shall be eligible for re-election to four successive terms. Officers and Members of the BOD must be off the Board for one year, before being again eligible for an Officer or Board position.

Article 8: the Officers and the BOD shall serve without compensation, except for the reimbursement of expenses incurred on behalf of the organization.

Article 9: in case of resignation of an Officer or a Director, the BOD shall select a successor for the unexpired portion of their terms.

Article 10: the Members of the group shall meet every year in the months of June or July for the Annual General Meeting. Members shall be notified of the Annual General Meeting at least 3 weeks in advance. Annual reports of the President and the Treasurer shall be presented. A quorum of one-third of the active membership must be present at the Annual Membership meeting. Proxy voting by members or the Board of Directors will be accepted and count toward the quorum. This annual meeting shall elect Officers and



# Alliance Française de Tulsa

the BOD every other year and the new Board shall take office the following first day of August.

Article 11: a certificate of good standing is to be annexed to the bylaws at all times and should be kept up to date by the Treasurer.

## **Section three**                      **Members**

Article 1: the group shall consist of Active Members and Honorary Members.

Article 2: to become an Active Member, one must pay dues each year. The dues year is from September to August. The BOD will set the amount of dues and categories of membership every year at the annual meeting. A prorated membership can be offered to New Members joining between April and August of each year.

Article 3: the BOD shall confer the title of Honorary Member on such distinguished persons, who have contributed in a notable way to the development of the Alliance Française de Tulsa. Honorary Member titles are given for one year for which no dues shall be paid.

## **Section 4**                      **Meetings/Events**

Article 1: the Alliance Française de Tulsa shall hold at least one general meeting per year.

Article 2: the date of the meetings will be decided by the Officers.

Article 3: the date of the meetings shall be announced to Members two weeks prior to the meeting.

Article 4: the program for meetings shall consist of activities which promote the French language and culture, and cross-cultural relations. These activities shall be devoid of racial, religious or partisan considerations.



# Alliance Française de Tulsa

## **Section 5                      Publicity**

Article 1: each Member of the group may bring guests to the events of the Alliance Française de Tulsa.

Article 2: meetings of the BOD are open to any active Member.

Article 3: the Officers may give awards to students of French in the public and private schools in their locality

## **Section 6                      Relations with the federation**

Article 1: the Alliance Française de Tulsa shall be affiliated with the Fédération des Alliances Françaises U.S.A. and shall pay the annual dues required by the Fédération's by-laws.

Article 2: the Secretary or Communication Director shall maintain consistent communication with the Fédération to which they shall send the program of events yearly.

## **Section 7                      Indemnification**

Article 1: the Alliance Française de Tulsa shall indemnify each Director or Officer, whether or not then in office, against all reasonable expenses actually and necessarily incurred in connection with the defense of any litigation to which he or she may have been a party because he or she is or was a Director or Officer of the Federation. Such Director or Officer shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Federation for negligence or misconduct in the performance of duties. The right to indemnity for expenses shall also apply to expenses of suits that are compromised or settled if the court having jurisdiction of the action approves such settlement.

Article 2: no Director or Officer shall be personally liable to the Corporation or any Member Chapter for monetary damages for breach of fiduciary duty as a Director or



# Alliance Française de Tulsa

Officer, except (i) for any breach of such Director or Officer's duty of loyalty to the Alliance Française de Tulsa or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director or Officer derived an improper personal benefit.

Article 3: in order to effectuate the indemnification established by this Section, the Board of Directors may, in its discretion, purchase insurance policies or enter into such other agreements or contracts as it deems necessary to implement the indemnification.

## **Section 8**                      **Amendments to the by-laws**

Article 1: the Members of the Board of Directors shall have the power to adopt, amend or repeal any of the By-Laws of the Alliance Française de Tulsa provided that written notice of the intended modification shall be distributed to all Members in good standing more than 30 days preceding the time of the meeting at which the proposals are to be acted upon. Such adoption, amendment or repeal requires a vote of not less than a majority quorum (51%) of the Members. Proxy voting by members or the BOD will be permitted and count toward the quorum.

Article 2: proposal for such a modification of the By-Laws may be initiated and submitted by any Member of the Board of Director in writing along with proper notice.

Article 12: a majority quorum (51%) is required to be present to dissolve the organization, to approve a merger, to amend the articles of incorporation, to amend the bylaws, and to remove a board member or a board officer. Proxy voting by members or the BOD will be permitted and count toward the quorum.

## **Section 9**                      **Dissolution**

Article 1: upon dissolution, all assets of the organization will be disposed of in such a manner or to such an organization as, at the time, qualifies as an exempt organization under section 501 (c) (3) of the internal revenue code.



# Alliance Française de Tulsa

## Appendix A

### Duties of the officers

#### **President:**

- Follows and maintains the philosophy and mission of Alliance Française
- Represents Alliance Française in the community
- Supervises Alliance development
- Supervises fund raising campaigns
- Coordinates annual program
- Organizes and presides at board meetings
- Supervises overall plans
- Arranges joint sponsorships and programs with other community groups

#### **Vice-president**

- Assists the President
- Coordinates annual events, planning and oversight of committees
- Presides in President's absence
- Participates in public relations

#### **Treasurer**

- Receives and disburses all moneys
- Records and maintains a current membership list and updates the BOD monthly
- Pays all bills in a timely manner
- Prepares and submits the annual budget to the board, by the last Friday in August.
- Maintains accounting records prepares and presents financial statements at the BOD meetings (If unable to attend the meeting reports can be submitted in writing for board members to review.)
- Prepares year end statement for the annual meeting
- Records and organizes event tickets
- Maintains timely correspondence for mail and events

#### **Education**

- Coordinates education programs
- Supports AF of Tulsa's educational programs
- Promotes French proficiency
- Supports partnership programs



# Alliance Française de Tulsa

## **Communication**

Coordinates Alliance's communication and press relations

Supervises internet communication and development,

Maintains the website up to date

Updates the yearly domain registration and emails

Supervises the newsletter, in charge of its content

Coordinates regular and special communication updates to members and the media

Prepares and distributes minutes for Board and general meetings

P. O. Box 52037  
Tulsa, OK 74152-0037  
USA

E-MAIL [rsvp@AFTulsa.org](mailto:rsvp@AFTulsa.org)  
WEB SITE <http://www.aftulsa.org>  
Non for profit 501 (c) (3) 73-1190634