

Statutes & by-Laws



Association des Descendants des Lemieux d'Amérique

Statutes & By-Laws de l'Association des Descendants des Lemieux d'Amérique Inc.
Amended and adopted at the general assembly on August 15th 2010 at Wendake, Québec

Statutes and By-Laws

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INTRODUCTION

"Les Descendants des Lemieux d'Amérique Inc" has set for itself principles and aims that shall guide its efforts to help build a truly Christian and human community committed to solidarity, liberty, equality, justice and fellowship. The Association subscribes to the principles of the Universal Declaration of Human Rights as well as to the ideals of the United Nations Charter and Quebec Charter of Rights and Freedom.

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1. GENERAL PROVISIONS

1.1 NAME

The persons adhering to these statutes form an association incorporated under the Companies Act (L.R.Q., Part III) registered on November 4, 1982 in libro C-1130 Folio 39 under the name of 'Les Descendants des Lemieux d'Amérique Inc.'

1.2 ACRONYM AND SEAL

The Association's acronym is D.L.A. and the seal reads 'Les Descendants des Lemieux d'Amérique Inc.' 1982.

1.3 HEAD OFFICE

The head office of the Association is situated in the province of Quebec, at the address determined by the Board of Directors.

1.4 AIMS AND GOALS

The aims of the Association are as follows:

- 1.4.1 To bring together the descendants of the two (2) Lemieux ancestors and to facilitate contacts through a permanent secretariat for a minimum of five (5) years;
- 1.4.2 To collect historical information and to prepare a genealogy as complete as possible to be made available to all interested parties;
- 1.4.3 To organize and hold conferences, meetings, reunions and exhibits for the promotion, development and extension of the history and genealogy of the Lemieux family;
- 1.4.4 To print, edit and distribute publications and to set up a library of such publications in order to achieve the above stated goals;
- 1.4.5 To purchase, rent or otherwise acquire, to own and utilize such movable or immovable property as may be required to meet the above-stated aims and goals, and to provide to members a range of services related to the aims of the Association.

1.5 TERM OF OFFICE

- 1.5.1 Elected directors and officers shall hold office for two (2) years, unless otherwise specified in the present Statutes and By-laws, and shall hold their office from the close of the meeting at which the election is held.
- 1.5.2 An elected director or officer shall remain in office until the next meeting at which an election is held or until a successor is elected.
- 1.5.3 Elections are carried out by secret ballot at a formal meeting of those entitled to vote.
- 1.5.4 All elected directors or officers shall within thirty (30) days of the expiry of their term of office turn over to the elected successor any and all assets and property of the Association of which they had the care and keeping.

1.6 MEMBERSHIP DUES

The amount of membership dues is set by by-law.

1.7 KEEPING AND CONSULTATION OF DOCUMENTS

All documents concerning the Association are kept in the archives under conditions approved by the Board of Directors. All documents must be accessible during normal office hours.

2 MEMBERSHIP

2.1 ELIGIBILITY

Any person, whether directly, by marriage or otherwise, who is a descendant of our common ancestors can become a member of the Association. There shall be three (3) classes of members:

- a) Regular members are those who pay annual membership dues and meet the conditions of eligibility set out hereafter.
- b) Sustaining members are those who pay an additional amount equal or superior to that of the annual membership dues.
- c) Honorary members are those whose membership is sponsored by a special committee of the Board of Directors and subsequently approved at a general meeting of the members. Honorary member status is granted in recognition of merit and achievement.

2.2 CONDITIONS OF ELIGIBILITY

Any person wishing to become a member must meet the following conditions:

- a) correctly complete the membership application form;
- b) pay the annual membership dues (amount set by by-law);
- c) agree to comply with the Statutes and By-Laws;
- d) be approved for membership by the Board of Directors.

3. COMPOSITION AND ELECTION OF BOARD OF DIRECTORS

3.1 COMPOSITION OF BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed of nine (9) members representing, as far as possible, the regional make-up of the Association. Each director shall remain in office for a two (2) year term. All members in good standing are eligible to serve on the Board of Directors. The members of the Board of Directors are not remunerated for their services. The expenses they incur on behalf of the Association are reimbursed only upon presentation of vouchers and only if the expenditures were approved beforehand by a majority of the Board of Directors.

3.2 ELECTION OF THE BOARD OF DIRECTORS

The members of the Board of Directors shall be elected at a general meeting of members of the Association. The Board of Directors shall, at its first regular meeting after the general meeting at which they were elected, if circumstances warrant, proceed to elect the officers of the Association who shall form the Executive Committee of the Board of Directors.

3.3 CANDIDATES FOR ELECTION TO THE BOARD OF DIRECTORS

Should a vacancy occur on the Board of Directors for any reason, the Executive Committee appoints a substitute for the remainder of the term. Any member of the Board of Directors who misses three (3) consecutive meetings without cause shall be removed unless the President of the Executive Committee can be satisfied as to the member's attendance at future meetings.

3.4 RULES OF PROCEDURE

The rules of procedure of the Association are those it prescribes by by-law or the Morin Code.

4. MANDATE AND DUTIES OF THE BOARD OF DIRECTORS AND OF THE EXECUTIVE OFFICERS

4.1 EXECUTIVE COMMITTEE

COMPOSITION AND POWERS

The Executive Committee is composed of the following officers:

President
Vice-president (Policy)
Vice-president (Administration)
Secretary
Treasurer

The Executive Committee shall exercise those powers delegated to it by a resolution of the Board of Directors. It shall see to the affairs and proper administration of the Association and coordinate the activities of its various committees. All the members of the Executive Committee shall be elected by the Board of Directors. They shall hold office for a renewable one (1) year term

4.1.2 POWERS AND DUTIES OF THE PRESIDENT

The President shall be responsible for the general administration of the Association; preside over all meetings of the Board of Directors, general meetings of the members and special general meetings; ensure that the decisions of the Board of Directors are carried out; sign all documents requiring the signature of that office-holder; perform all the duties of the office of president and those duties that the Board of Directors may prescribe from time to time; report on the Association's activities for the year at the annual general meeting; and ensure compliance with the Association's Statutes and By-Laws and with the agendas of the various meetings.

4.1.3 POWERS AND DUTIES OF VICE-PRESIDENTS

Should the president be absent or unable to perform his or her duties, the first vice-president shall take over the office. Should the first vice-president be absent or unable to perform his or her duties, the second vice-president shall take over the office. In both events, the first or second vice-president, as the case may be, shall have all the powers and duties of the president.

- 4.1.3.1 The vice-president (Policy) shall be responsible for such activities as may be prescribed by the Board of Directors. The holder of this office shall be responsible for dealings with the various levels of government and with other associations.
- 4.1.3.2 The vice-president (Administration) shall be responsible for such activities as May be prescribed by the Board of Directors. The holder of this office shall be responsible for coordinating the activities of the Association such as the work of regional committees, meetings and annual celebrations.

4.1.4 POWERS AND DUTIES OF THE SECRETARY

The Secretary shall attend all the meetings of the Board of Directors and of the Executive Committee as well as all general and special general meetings; prepare minutes and perform all other duties prescribed by the present Statutes and By-laws or by the Board of Directors or the Executive Committee; have the keeping of the Association's seal, minute books and an other documents save those in the care of the archivist; read the minutes of the last annual or special general meeting and report on any correspondence relevant to the meeting or general meeting; keep and care for all the books, papers and property of the Association; deal with all correspondence relating to the office of Secretary; send out notices of meetings; jointly sign with the president all official documents.

4.1.5 POWERS AND DUTIES OF THE TREASURER

The Treasurer shall have the care and keeping of the funds and account books of the Association; keep a detailed record of the receipts and disbursements in one or several books of account appropriate to this end; deposit funds in a financial institution approved by the Board of Directors; at the request of the president or of the Executive Committee, report on the financial statements of the Association at the meetings of the Executive Committee and of the Board of Directors or at special or annual general meetings; collect annual membership dues or special levies approved by the members at a general meeting; within thirty (30) days of the expiry of the term of office, turn over to his or her successor all the assets of the Association then in his or her care.

4.1.6 POWERS AND DUTIES OF OTHER DIRECTORS OR OFFICERS

The other directors or officers appointed to the Board of Directors shall sit on one or several of such committees as the Board of Directors may strike from time to time and shall carry out the duties assigned to them.

4.2 COMMITEES

The Board of Directors shall be empowered to strike such standing or ad hoc committees as are required for the smooth administration of the Association. Committees are struck by by-law. No such committee shall incur expenses or debts without the approval of the Board of Directors. Directors and regional officers sit on one or several committees that the Board of Directors may strike from time to time and perform such duties as prescribed by the Board of Directors.

4.3 ABSENCES, TEMPORARY REPLACEMENT

In the event that a member of the Executive Committee or of the Board of Directors *is* absent without cause or unable to perform his or her duties, the Board of Directors May delegate the powers of said member to any other member of the Board of Directors for the remainder of the term of office.

5. MEETINGS

The Board of Directors shall meet as often as it deems necessary but no less than twice (2) a year at such times and dates as it May determine. Meetings shall be called by the Secretary at the request of the President or of any six (6) members of the Board of Directors.

The Executive Committee shall meet as often as it deems necessary at the call of the President or of two (2) other members of the Board of Directors.

The annual general meeting shall be held at a place and time determined by the Board of Directors which shall take into account suggestions of time and. place made by members at the last annual general meeting.

The Board of Directors may call a general or special general meetings at its discretion.

5.1 Notices of annual or special general meetings shall be sent to members at least fifteen (15) days before the date of the meeting.

Rules of procedure for meetings of the Board of Directors or for general meetings of the members shall be those set out in the By-laws, or if these are silent on any point, those of the Morin Code.

Regular and sustaining members shall be eligible to vote at annual and special general meetings only if their membership dues are paid up before the meeting.

5.2 ORDER OF BUSINESS

5.2.1 MEETINGS OF THE BOARD OF DIRECTORS

1. Prayer
2. Taking of attendance
3. Opening of meeting by the President
4. Adoption of the agenda
5. Reading and adoption of the minutes of the previous meeting
6. Business arising out of minutes
7. Correspondence
8. Committee reports
9. New business
10. Date of next meeting
11. Miscellaneous
12. Adjournment of meeting

5.2.2 SPECIAL MEETING

1. prayer
2. Taking of attendance
3. Opening of meeting by the President
4. Reading of notice of meeting
5. Presentation on purpose of meeting
6. General discussion
7. Adjournment of meeting

5.2.3 GENERAL MEETING OF MEMBERS

1. Prayer
2. Taking of attendance
3. Opening of meeting by the President
4. Adoption of agenda
5. Reading and adoption of minutes
6. Business arising out of minutes
7. Correspondence

8. Tabling of reports:
 - a) President's report
 - b) Treasurer's report
 - c) Committee reports
9. New business
10. Appointment of auditor
- II. Elections to the Board of Directors
12. Date of next general meeting
13. Miscellaneous
14. Adjournment of meeting

6. QUORUM

Quorum for meetings of the Board of Directors and of the Executive Committee shall be one third (1/3) of regular members plus one (1).

Members in good standing, in attendance and exercising their right to vote, shall constitute a quorum for any annual or special general meeting of members.

The voting procedure at meetings of the Board of Directors or at general meetings of members shall be determined by the members present except for elections to the Board of Directors. In the event of an equality of votes, the President shall have a casting vote.

7. FINANCIAL AFFAIRS

The financial year of the Association shall start on the 1st day of July and shall terminate on the 30th day of June.

The books shall be audited each year as soon as possible after the close of the financial year and a report on the financial statements shall be made available to each member present at the annual general meeting. The signature of the Treasurer and of one other member of the Executive shall be required for all banking or financial transactions.

The Treasurer shall report on the financial statements of the Association at the annual general meeting.

The Treasurer shall close the books, have them audited and transfer all accounts to the new Treasurer within thirty (30) days of leaving office.

At the annual general meeting, a certified accountant shall be appointed to audit the books of the Association and table a report. His or her fees shall be set by the Board of Directors.

8. AMENDMENTS TO STATUTES AND BY-LAWS

8.1 Amendments to the Statutes and By-Laws shall be affirmed at a general meeting of the members. However, there shall be no debate on proposed amendments to the Statutes and By-laws and no decision shall be made unless regular members of the Association have been notified in writing. Such notice shall include the specific proposed amendments.

8.2 Any proposal to amend the Statutes and By-laws of the Association shall be sent in writing to the Association at least three (3) weeks before the special or general meeting at which the proposal is to be dealt with. The Secretary shall send the text of the proposal to all regular members at least three (3) weeks before the meeting.

8.3 In the event of a proposal to amend the Statutes and By-laws of the Association, the proposal shall require one half ($\frac{1}{2}$) plus 1 vote of regular members present at the special or general meeting called specifically for the purpose of dealing with the proposal.

8.4 COMING INTO FORCE OF AMENDMENTS

Amendments shall come into force when they are approved by the appropriate body unless otherwise specified in the proposal as adopted.

Adopted by the majority at the general meeting of members

held on 20.....
President
Secretary ,

9. AMENDMENTS TO BY-LAWS

9.1 The power to amend the by-laws shall rest with the Board of Directors. However, there shall be no debate on proposed amendments to the bylaws and no decision shall be made unless all regular members of the Board of Directors have received a notice of motion in writing along with the notice of meeting. Such notice of motion shall include specific proposed amendments to the by-laws.

9.2 In the event of proposed amendments to the by-laws, the proposal shall require a majority vote of members of the Board of Directors present at a regular meeting or at a meeting called specifically for the purpose of dealing with the proposal.

9.3 COMING INTO FORCE OF AMENDMENTS

Amendments shall come into force when they are approved by the appropriate body unless otherwise specified in the proposal as adopted.

BY-LAW NUMBER 1

PREAMBLE

By-law number 1 concerning the striking of standing or ad hoc committees needed to ensure the smooth operations of the Association

LIAISON BULLETIN

The person responsible sees to the distribution of liaison bulletins, news letters and any other publication that might be of interest to members and deals with the media.

ARCHIVIST

The archivist collects, files and ensures the safekeeping of all documents, films, photos and other material that constitute the archives of the Association.

RECRUITMENT OFFICER

The recruitment officer keeps an up-to-date list of regular members.

REGIONAL COMMITTEES

Our Association has chosen a flexible regional structure in order to better meet the needs of members in various regions of North America, to create close ties between members and to more easily sustain our vitality. The members of the Board of Directors share regional responsibilities among themselves as most of them represent different regions. They carry out these responsibilities personally or through a local intermediary. Regional representatives report on activities in their respective regions and are responsible for recruitment of new members in their area.

BY-LAWS COMMITTEE

The By-laws Committee is composed of members of the Board of Directors. The Committee receives notices of motions or proposals and makes appropriate recommendations. It can recommend amendments to the by-laws. It reports to the Executive Committee.

The By-laws Committee is composed of three (3) members one of whom is the Secretary of the Executive Committee who heads the committee, Any member of the Board of Directors is eligible for election to the By-laws Committee except in cases prescribed in the present by-law. The present by-law shall remain in force until written notice of its repeal or amendment.

Adopted unanimously at the meeting of the Board of Directors

held in on 20.....

President

Secretary

BY-LAW NUMBER 2

PREAMBLE

By-law number 2 concerning membership dues

DUES AND MEMBERSHIP PERIODS

The amount of the annual membership dues is recommended by the Board of Directors and fixed at the annual general meeting.

Amendments come into force when they are approved by the appropriate body unless otherwise specified in the proposal as adopted.

EXEMPTION

Honorary members are exempted from paying dues.

MEMBERSHIP DUES

The membership dues are fixed by the present by-law at per year per family.

The present by-law shall remain in force until written notice of its repeal or amendment.

Adopted unanimously at a meeting of the Board of Directors

held in on 20... ..

President

Secretary