

Bylaws

French-American Heritage Foundation of Minnesota

Adopted May 05, 2025. Amended June 26, 2025. Article VII corrected 8-26-2025

Pursuant to the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317, and all future laws amendatory thereof and supplementary thereto, the Board of Directors adopts the following Bylaws of the French-American Heritage Foundation, hereinafter referred to as the “Foundation.”

OUR VISION

To preserve, advance, and celebrate French-American heritage and culture.

OUR MISSION

To foster a greater understanding of the rich history and heritage of French-speaking people who helped form what is now Minnesota.

ARTICLE I

MEMBERSHIP

Section 1.1 The Foundation is run by the Board of Directors and supported by the membership.

Section 1.2 There shall be two membership categories of the Foundation:

- Supporting individual or family membership, \$25.00 annually.
- Sustaining individual or family membership, \$100.00 annually.

Section 1.3 All membership dues are donations and considered charitable contributions and are tax deductible. The French-American Heritage Foundation of Minnesota is a 501(c)(3) charitable organization recognized by the IRS.

Section 1.4 Regular meetings of the membership are not required. An annual meeting is recommended.

Section 1.5 The Board of Directors meets monthly, generally the 4th Thursday of each month, except there is no board meeting in November.

Section 1.6 The Membership Year starts with the new calendar year, that is, it runs January 1st to December 31st.

ARTICLE II

THE 100 ASSOCIATES ENDOWMENT FUND

Section 2.1 The French-American Heritage Foundation has established an endowed fund named in honor of the 100 Associates who were instrumental in founding New France.

Section 2.2 The Purpose of the 100 Associates Endowment Fund is to provide financial support to the French-American Heritage Foundation, and to award grants to individuals, organizations, or family groups, for research, educational events, entertainment projects, and classes that embrace or feature French heritage in Minnesota and the Midwest.

Section 2.3 A person or family or any entity may become a part of the 100 Associates by donating \$1000.00 to the French-American Heritage Foundation and designating the donation 'for 100 Associates.' Larger donations are, of course, welcomed.

Section 2.4 Donations to this fund are deposited with the St. Paul and Minnesota Foundation and actively managed by the St. Paul and Minnesota Foundation staff. A certain amount of the 100 Associates Fund's annual earnings is distributed each year to the French-American Heritage Foundation to provide financial support for the Foundation and to enable the Foundation to award small grants for research, educational events, entertainment projects, and classes or other endeavors which further the Mission.

Section 2.5 A process for announcing the availability of the grants, and for applications, and for awarding the funds is overseen by a committee appointed by the Board.

Section 2.6 The \$1000.00 donation to the 100 Associates Fund allows the named 100 Associate to retain permanent recognition on the 100 Associates member listing.

Section 2.7 Donation to the 100 Associates Fund is separate from membership in the French-American Heritage Foundation.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 The business and affairs of this Foundation shall be managed by, or under the direction of, the Board of Directors.

Section 3.2 Members of the Board of Directors of this Foundation serve as volunteers. They are not paid.

Section 3.3 The Board of Directors shall have a minimum of eleven (11) members and a maximum number of twenty-one (21).

Section 3.4 All new Board Members are elected by the current board, not by the membership. All members have the right to seek a position on the Board of Directors. Any person who supports our Mission and becomes a member can be nominated by a current Director.

Section 3.5 The Board of Directors shall establish a process for bringing nominations to the full Board of Directors for potential election to the Board. The Board may choose to establish a Nominating Committee.

Section 3.6 New Board Members shall be selected for their willingness and expertise to help promote the Mission of the Foundation.

Section 3.7 Members of the Board of Directors shall fulfill the duties of Care (prudent management of both financial and reputational assets), Loyalty (have no conflict of interest with the Foundation), and Faithfulness (to the Mission).

Section 3.8 A Director may resign at any time by mailing or delivering written or email notice to this Foundation at its current address. Resignation is effective without acceptance when the notice is given to this Foundation, unless a later effective time is specified in the notice.

Section 3.9 A Director may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors attending a regularly scheduled meeting.

Section 3.10 Meetings

- 3.10.1 Meetings of the Board of Directors may be held at any place the Board of Directors may select.
- 3.10.2 The Board will establish an annual schedule of regular meetings. The schedule shall be ready for the January meeting.
- 3.10.3 Meetings may be held via electronic means (Zoom, GoTo, etc.) or a hybrid of both in-person and electronic attendance. Those attending via electronic means are counted in the tally to establish a quorum and have full voting rights.
- 3.10.4 The President or any Director may call a special meeting of the Board of Directors by giving fifteen (15) days' notice to all Directors of the date, time, and place of the meeting.
- 3.10.5 Forty-eight (48) hours' notice must be given of any change in place, date, or time of a previously announced meeting.
- 3.10.6 An Agenda for the meeting shall be provided to the Directors in advance of the meeting. The agenda should include the place, date, and time of the meeting.

Section 3.11 A Director may object that a meeting is not lawfully called, either orally or in writing, in advance of a scheduled meeting, or at the beginning of said meeting. The Board members present shall hear the objection and vote on whether to proceed. Failure to object is a waiver.

Section 3.12 Quorum. A number equal to half plus one of the Directors currently holding office, whether present in-person or electronically, is a quorum for the transaction of business.

Section 3.13 The Board of Directors may take action by affirmative vote of a majority of Directors present at a duly held meeting, except where a larger proportion or number is required by law.

Section 3.14 Items placed on the agenda for discussion-only should be so specified. Items requesting action by the Board shall be presented in the form of a motion.

Section 3.15 The Board of Directors, by the affirmative vote of a majority of the Directors present at a regular meeting, may establish one or more committees for the management of the business and affairs of the Foundation. Committee members need not be Directors and shall be appointed by the affirmative vote of a majority of the Directors present at a regular meeting. Minutes of committee meetings shall be kept and made available to the Directors upon request. Regular reports to the Board are required.

Section 3.16 The Board of Directors shall establish Standing Rules to specify procedures and practices followed by this Foundation. Standing Committees are specified in the Standing Rules.

ARTICLE IV

OFFICERS

Section 4.1 Officers of this Foundation shall be elected by the Board of Directors and shall include a President, Vice President, Secretary, and Treasurer.

Section 4.2 Officers of the Foundation must be members of the Foundation. Officers serve as volunteers and are not paid.

Section 4.3 The President shall be the Chief Executive Officer of this Foundation and shall be responsible for the general active management of its business and

- shall preside where possible at all meetings of the Board of Directors; and
- shall see that all orders and resolutions of the Board are carried into effect; and
- shall ensure development, and distribution to all Board Members, of the Agenda for an upcoming meeting.
- The President (or in case s/he is incapacitated or otherwise unavailable, a Board designee) shall be the voice and the face of the Foundation before the public.
- The President may, from time to time, be assigned other powers and duties by the Board of Directors.

Section 4.4 The Vice President shall assume the duties of the President when the President is not available. The Vice President shall promote membership in the Foundation and shall keep print and email records of the membership.

Section 4.5 The Treasurer shall keep full and accurate accounts of the receipts and disbursements belonging to this Foundation and

- shall deposit all monies and other valuable effects and all securities of this Foundation in the name and to the credit of this Foundation in such depositories as designated by the Board of Directors; and
- shall have the care and custody of the funds of the Foundation and shall disburse them as may be ordered by the Board of Directors or the President; and
- shall make, execute, and endorse all checks, electronic deposits or payments on behalf of the Foundation; and
- shall share membership donation information with the Vice President.
- The Treasurer oversees the 100 Associates Fund, with the cooperation of the President and approval of the Board. S/he shall be the contact person for the St. Paul and Minnesota Foundation and representative of this Foundation at their meetings as necessary.
- Two signatures for all Foundation accounts are recommended.
- Financial audits will be conducted at least every two years and when there is a change in Treasurer.

Section 4.6 The Secretary shall keep a record of the proceedings of the Board of Directors, commonly known as minutes of the meetings and

- shall provide minutes of the previous meeting, in print or electronic format, to the Board in advance of its next meeting; and
- shall arrange for online meeting attendance; and
- shall send timely notice of a meeting and the necessary electronic link.

Section 4.7 The Executive Director: The Board may elect an Executive Director to perform various administrative tasks.

Section 4.8 All Officers and all Board Members should participate in program development and planning. The Board may choose to appoint a chair of a specific program who is not a Board Member.

Section 4.9 An Officer may resign at any time by mailing or emailing or delivering written notice to the Foundation at its registered address. Resignation is effective without acceptance when the notice is given to the Foundation, unless a later effective date is specified in the notice.

ARTICLE V

Notice

Whenever under the provisions of these Bylaws, notice is required to be given to any director, officer, committee member, or member of the foundation, such notice shall be deemed to have been given when mailed or emailed to the person at an address designated by the person. The

Directors are responsible for maintaining current addresses and for filing address changes with the Vice President. Request for address verification shall be made with annual donation notices.

ARTICLE VI

Indemnification

Section 6.1 To the extent permitted by law, any former or present director or officer of this Foundation who was or is threatened to be made a party to any proceeding, wherever and by whomever brought, by reason of his or her former or present official capacity as director or officer of this Foundation, while serving at the request of this Foundation shall be indemnified by this Foundation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such proceeding.

Section 6.2 All contracts with this Foundation must be in writing and approved by the Board of Directors.

Section 6.3 No member or officer is empowered to represent this Foundation in any contract or financial obligation without a vote to approve that obligation by the Board of Directors.

ARTICLE VII

The Future

Section 7.1 The Board of Directors may, from time to time, by the affirmative vote of a majority of its members present at a meeting, adopt, amend, or repeal all or any of the Bylaws of this Foundation. Notice of proposed amendment(s) shall be presented to the Directors within a reasonable amount of time in advance of each meeting at which such amendment(s) will be considered.

Section 7.2 Major and substantial changes to these Bylaws, as for example those proposed in 2025, require a majority vote of all Board Members. All Board Members must be provided copies of the proposed amendments and/or changes. Votes may be sent via email to the designated Officer.

Section 7.3 An annual calendar item shall request that Board Members review the Bylaws for any necessary amendments.

Section 7.4 The Board of Directors may, from time to time, establish committees to provide advisory opinions to the Board regarding various issues and duties involving the Foundation.

These Bylaws were adopted by email vote May 05, 2025, and amended June 26, 2025.

Editing error in Section 7.2 corrected August 26, 2025.