

Proposed Changes to
BY-LAWS OF
THE ASSOCIATION OF BOURGEOIS OF ACADIAN DESCENT

Note: All previous By-Laws are hereby replaced by the present set of By-Laws.

Article 1 – Name

The name of the association is the “Association des Bourgeois de Descendance Acadienne” (ABDA) in French, and the “Association of Bourgeois of Acadian Descent” (ABAD) in English, hereafter referred to as the “Association”. In practice, we, the Association, will sometimes use only the French or English version according to the language of the text being published (article amended to reflect name change on January 1, 2004).

All assets and monument funds belonging to the previously unincorporated association were automatically transferred to the newly constituted non-profit association, under the same conditions.

Article 2 – Objectives

The objectives of the Association are:

- i. to promote the creation of meaningful liaison between all Bourgeois, descendants of Jacques Bourgeois and Jeanne Trahan;
- ii. to promote and encourage research activities related to the Bourgeois family genealogy;
- iii. to encourage and support the creation of Bourgeois groups and events that support the objectives of the Association, whether on a state, provincial, regional or lineage basis;
- iv. to publish a periodical report or newsletter informing members on matters of interest to the Bourgeois family;
- v. to promote pride in our family heritage;
- vi. to protect Bourgeois family heritage sites;
- vii. to organize and manage the “Retrouvailles Bourgeois” family reunions held in the context of the World Acadian Congress gatherings;
- viii. To promote and protect the interests of the Association via participation in family associations and genealogical groups.

Article 3 – Communications

The Association will operate in both French and English, in recognition of the families’ Pan-American and historic cultural realities resulting from the “Great Upheaval” of 1755.

The methods of communication of choice will mainly be e-mail, the Association Website, the Association newsletter and the Association Facebook page.

Article 4 - **Members**

1. Memberships in good standing of the previously unincorporated association were automatically continued with the newly constituted non-profit association, under the same conditions.
2. Membership is open to all persons and groups who are interested in the Bourgeois family genealogy and the Association’s objectives. A person or group will be declared a member upon receipt of a completed electronic or paper-based enrolment form and upon receipt by the Registrar of the payment of the annual dues.
3. There are four categories of membership:

Regular Individual Membership	The status of regular individual member is granted to those persons who adhere to the objectives of the Association and have paid the dues required by the Board of Directors.
Associate Membership	The status of associate member is granted to those associations or other organizations that adhere to the objectives of the Association and have paid the dues required by the Board of Directors.
Individual Lifetime Membership	The status of individual lifetime member is granted to persons meeting the requirements of a regular individual member and who have paid as dues a lump sum fee equal to fifteen times the annual dues of a regular individual member.
Honorary Lifetime Membership	The status of honorary lifetime member will be bestowed upon a person, member or not, for exceptional service to the Association, its purposes, or its family genealogy. An honorary lifetime membership shall be granted after two thirds vote of the Board of Directors. Honorary lifetime members are entitled to all the privileges of a regular individual membership but are exempt from ever paying dues.

4. The annual membership dues shall be recommended by the Board of Directors and shall be approved by a two-thirds majority vote at a scheduled meeting. Dues are payable before **August 15** of the year and become delinquent on **September 30** at which time the member’s name will be removed from the membership roll. Members will be advised of the pending removal between the **1st and 15th of September** as to provide time to remediate their standing.

Article 5 – Symbols

1. The Armorial Bearings (Coat of Arms) of the Association will be those conferred to it by the Heraldic Authority of Canada on the 15th day of October 2013, as recorded in Volume VI, page 274 of the Public Register of Arms, Flags and Badges of Canada.
2. The Association’s Armorial Bearings may be used by any Bourgeois descendant of Jacques Bourgeois and Jeanne Trahan for personal purposes. Use of the Armorial Bearings **for any commercial, industrial, or political purpose** however is strictly prohibited unless expressly authorized by the Board of Directors. Use of the Association’s Armorial Bearings other than as authorized will be subject to legal action.
3. The logo design used for the “Retrouvailles ’94” of the Bourgeois family will remain a logo of the Association and the “Retrouvailles” family gatherings. **While it may be used by any Bourgeois descendant of Jacques Bourgeois and Jeanne Trahan for personal purposes, it may not be used for any commercial, industrial, or political purpose.**
4. **This Association shall not engage in carrying on of propaganda, or participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.**

Article 6 – Directors

Section 1 – Directors

- i. The Directors of the Association will be the President, the Vice-President, the Secretary, the Treasurer, the Registrar, the Outgoing President, and up to four Advisors. If the number of elected Directors must be increased during a term of office, it shall require submitting the question to a vote by the membership, whether at the Members’ General Assembly or by whatever voting means approved by the Board of Directors. The addition of a Director will be considered approved if accepted by the majority of respondents.
- ii. Only members in good standing may be elected to office as defined by the Board of Directors. The President shall have served previously on the Board of Directors **for a period of at least one year prior to becoming President.**
- iii. The Board of Directors may create operational positions as required for the good running of the Association.
- iv. **The Outgoing President may assume an additional Director position of Vice-President, Secretary, Treasurer, or Registrar with approval of the Board of Directors.**

Section 2 – Term of Office

- i. The term of office for Directors will be for a duration of 5 years, unless otherwise specified by the Board of Directors;
- ii. Elected Directors shall take office immediately upon their election to office and they shall serve until their successor is elected.

Section 3 – Records and correspondence

- i. Directors shall ensure that copies of all Association correspondence and records are forwarded to the Secretary on an ongoing basis;
- ii. Directors shall turn over all records and correspondence pertaining to their office to their successor within 15 days after their term of office expires;
- iii. A Director who resigns shall turn over all records pertaining to his or her office to the President within 15 days of the resignation.

Section 4 – Vacancies

- i. Any vacancy occurring in an elected office shall be filled by an appointed member with approval of the Board of Directors until the next election, except for the office of President which will be filled by the Vice-President. A new Vice-President shall then be chosen by the Board of Directors to serve the remainder of the unexpired term.
- ii. **Should a President vacancy occur, and the Vice-President has less than one year of service on the Board of Directors, the Board of Directors may appoint another Director to become President until the Vice-President has reached one year of service on the Board of Directors.**
- iii. **The Outgoing President may assume a vacancy of Vice-President, Secretary, Treasurer, or Registrar with approval of the Board of Directors.**

Section 5 – Nominations

- i. The President shall nominate an Elections Officer to be approved by the Board of Directors;
- ii. The Elections Officer shall solicit nominations for office 3 months prior to the elections;
- iii. The list of nominations and solicited positions and the exact election date shall be communicated to members by the Elections Officer at least one month prior to the election date.

Section 6 – Elections

- i. Members may submit their votes for Directors in one of three ways:
 - a. electronically via an electronic mechanism defined by the Board of Directors;
 - b. by postal mail;
 - c. in person at the General Members Assembly during the “Retrouvailles” family gathering;
- ii. Members may submit their votes electronically or by postal mail at any time during the month leading up to but not including the election date. Votes by mail does not receive by this date will not be counted;
- iii. Votes in person shall be counted the day of the election;
- iv. All votes will be verified to ensure that no duplicate voting has occurred.

Article 7 – Duties

Section 1 - The President

- i. shall be the principal executive officer of the Association with the responsibility of supervising the affairs of the organization;
- ii. shall preside at all meetings, shall establish all committees deemed pertinent with the approval of the Board of Directors and shall be an *ex officio* member of all committees;
- iii. shall be the official spokesperson for the Association;
- iv. shall sign all contracts and documents authorized by the Board of Directors. Such authorizations may be granted in a global fashion at the beginning of the President's term of office or on a yearly basis. Authorizations may be revoked by the Board of Directors at any time;
- v. shall, in the absence of the Treasurer, sign cheques for authorized disbursement.

Section 2 – The Vice-President

- i. shall assist the President and shall assume all duties of the President during the President's absence or inability to serve;
- ii. shall plan and manage all programs of the Association, subject to the approval of the Board of Directors.

Section 3 – The Secretary

- i. shall handle all general correspondence and keep accurate record of all minutes of the Association's Board of Directors meetings and, if required, shall read the minutes of the preceding meeting into the General Business portion of each Board of Directors meeting;
- ii. shall communicate the minutes of the Board of Directors meeting to the Directors of the board within one month after the meeting has been held;
- iii. when requested by a member, shall, upon approval by the Board of Directors, communicate to members of the Association, by whatever means approved by the Board of Directors, the minutes of the Board of Directors meetings;
- iv. shall act as the Association's official records keeper and maintain a shared electronic filing cabinet of all Association records including all Association minutes, as well as all records related to Directors positions, regular duties and activities.

Section 4 – The Treasurer

- i. shall be the custodian of all revenues received by the Association;
- ii. shall deposit the received funds in a bank or banks approved by the Association;
- iii. shall pay bills incurred by the Association;
- iv. shall keep accurate financial records and prepare a statement of financial conditions providing detailed statements showing receipts and disbursements of the Association

- to be presented during the General Business portion of each Board of Directors meeting;
- v. shall prepare and submit reports, returns, etc. required by the laws that govern nonprofit organisations;
 - vi. shall advise the Association's financial institutions following a change in signing officers and coordinate the change with the financial institution.

Section 5 – The Registrar, under the direction of the Treasurer

- i. shall be responsible for receiving applications for membership and ensuring the receipt of membership dues;
- ii. shall be responsible for keeping the records of the Association membership;
- iii. shall be responsible for sending notices of delinquent dues and welcoming documents for new and renewing members;
- iv. the duties of the Registrar may be shared amongst the Directors or be assigned to a non- elected officer as stipulated in Article 7 - Duties, Section 8 - Non-Elected Officers; if shared, they must be shared in a way to allow the segregation of duties to ensure internal control.

Section 6 – Advisors

- i. shall represent the will of the membership;
- ii. shall provide guidance on operational and general policy matters of the Association;
- iii. shall perform other duties as assigned by the President or the Board of Directors.

Section 7 – Outgoing President

- i. shall provide guidance in all Association matters;
- ii. shall serve on all committees designated by the President or the Board of Directors.

Section 8 – Non-elected officers

- i. The President, with the approval of the Board of Directors, may assign members or non-members to non-elected positions as required for the good running of the Association.

Article 8 – **Resignation of Directors**

1. Directors wishing to resign their position with the Association shall submit a letter of resignation to the President at least one month before the official date of resignation.
2. Any member of the Board of Directors who is absent from all Special Meetings and two consecutive Regular Annual Meetings without reason determined to be acceptable by the President shall be considered to have resigned from the Board of Directors.

3. The President will call a Special Meeting of the Board of Directors as soon as possible in order to replace the resigning Director.
4. The Board of Director may select any qualified member of the Association to replace the resigning Director for the remainder of the term.

Article 9 - **Executive Committee**

1. shall consist of the President, the Vice-President, the Secretary, the Treasurer and the Outgoing President;
2. shall be chaired by the President of the Association;
3. shall ensure the ongoing operations of the Association;
4. shall carry out the policies and decisions of the Board of Directors between Board meetings;
5. shall present programs, policies and issues to the Board of Directors for consideration.

Article 10 – **Board of Directors**

1. shall include all elected members of the Association;
2. shall meet at least once a year for its Regular Annual Meeting;
3. shall have full power and authority over the affairs of the Association;
4. shall transact the business of the Association between General Members Assemblies;
5. shall guide the program activities in line with the objectives of the Association;
6. shall support the creation of Bourgeois regional structures which align with the objectives of the Association.

Article 11 – **Committees**

1. The President, with the approval of the Board of Directors, shall create committees deemed pertinent to support the objectives of the Association, its good running and future development.

Article 12 – **Annual Reports**

1. The President shall solicit annual reports from Directors and committees as he deems appropriate two months before the Regular Annual Meeting of the Board of Directors.
2. Such reports from Directors and committees shall be sent to the President one month prior to the Regular Annual Meeting of the Board of Directors.
3. Directors and committees shall submit the President-approved annual reports of their activities at the Regular Annual Meeting of the Board of Directors.
4. Once approved by the Board of Directors the annual reports will be communicated to members via e-mail, the website, the newsletter, or the Facebook page as determined by the Board of Directors.

Article 13 – **General (Quinquennial) Members Assembly**

The General Members Assembly will be held every five years, in the context of the “Retrouvailles Bourgeois” family gathering, on a date to coincide with the World Acadian Congress.

Article 14 – **Regular Annual Meeting**

The Regular Annual Meeting of the Board of Directors will be held in the fall of each year on a date to be determined by the President of the Association. These meetings will be held using Skype or other electronic means as deemed appropriate. Members of the Board that do not have access to Skype will be linked into the meeting via telephone.

The purposes of the Regular Annual Meeting are:

1. to receive and to make judgment on reports by the Directors and committees;
2. to approve programs, policies and directions for the Association;
3. to determine the annual membership dues;
4. to examine all proposals of amendment to the By-Laws;
5. to submit to members, by whatever means deemed necessary, all issues requiring a vote by members.

Article 15 – **Special Meetings**

Special Meetings may be called at any time by the President, and/or a minimum of four Directors, provided members of the Board of Directors are given one week’s written notice stating the purpose of the meeting. These Special Meetings shall deal only with the issues related to the purpose for which the meeting was called.

Article 16 – **Quorum**

1. At Regular Annual Meeting and at Special Meetings of the Board of Directors, a quorum will be declared if the President or Vice-President and four other members of the Board of Directors are present;
2. At an Executive Committee meeting, a quorum will be declared if a majority of the members are present;
3. At a General Members Assembly, a quorum will be declared if fifteen percent of members in good standing are present;
4. Committees established by the Board of Directors will be responsible for defining quorum for their meetings.

Article 17 – **Fiscal Year**

The Fiscal Year will be defined as from January 1 to December 31 of the same calendar year.

Article 18 – **Head Office**

The Head Office of the Association will be defined as the domicile of the President.

Article 19 – **Distribution of Assets on Dissolution**

In the event of dissolution of the Association, disposal of any remaining assets shall be determined in the most beneficial fashion in accordance with the objectives of the Association and its Articles of Constitution.

(Note: the Histoire-de-Bourgeois website and database are and will remain the property of Marc Bourgeois, 23 Connor Rd, Chelsea, QC, CA)

Article 20 – **Amendments**

Any proposal of amendments to these By-Laws may be forwarded by any member to the President of the Association. The proposed changes will be reviewed and discussed at a Special Meeting of the Board of Directors called for this purpose.

Upon acceptance of the proposed changes by the Board of Directors, written notice of the proposed changes will be communicated to the members of the Association by whatever mechanisms determined by the Board of Directors. Members will then have one month following the date of notice to comment and vote on proposed changes after which time the proposed amendments will be deemed accepted if it has received approval by two thirds of the respondents.

The amended time-stamped By-Laws will be published on the Association's Website and notifications of the final changes will be communicated to the members within one month of official acceptance.