

## **GENERAL RULES**

### **PROULX FAMILIES ASSOCIATION OF AMERICA**

#### **1. NAME**

- 1.1 The corporate name is: Association des Familles Proulx d'Amérique or its acronym: AFPA – translated in English: Proulx Families Association of America and the acronym would be PFAA
- 1.2 In the rules and bylaws following the word “Association” means: Association des Familles Proulx d'Amérique

#### **2. OBJECTS**

- 2.1 The aims of the Association are:
  - a) Aggregate in a large family, all people direct or related descendants of one or more ancestors of the same surname.
  - b) Allow them to be acquainted and appreciate their ancestors, their history, their heritage and the current involvement of peoples bearing this surname in their environment. Awaken in each of them a feeling of pride to bear that surname and being descendants of these large families.
  - c) Encourage their collaboration to develop the history and the genealogy of the family; stimulate and promote the formation of groups of genealogical research, and gatherings which are prime opportunities to strengthen family ties.
- 2.2 Objectives. The objectives of the Association are the following:
  - a) To group together all persons, members or allied to the Proulx families or are interested in these families.
  - b) Organize or hold conferences, meetings, exhibitions, travelling for promotion purpose, development and popularization of history, genealogy or any other matters concerning Proulx families.
  - c) Create an archive on Proulx families. Encourage and invite members or other people to deposit documents, photos, newspaper clippings likely to add to the history of the Proulx families.
  - d) Honoring the memory of ancestors and their descendants and through special events.
  - e) Printing, editing, distributing all publications for information and communication purposes among the members, to establish a public library of publications relating to the history of the Proulx families.
  - f) Acquire by purchase, lease or otherwise, own and utilize furniture and buildings necessary for the purposes mentioned and provided to the

members of the services of all natures in relation to the aims of the association.

- g) Attract and receive from any government, institute, corporation or people any financial assistance, privately or publicly.

### **3. DEFINITIONS AND INTERPRETATION**

- 3.1 In the by-laws of the Association, within one express provision or otherwise, or as the context indicates otherwise,

"Constitutive Act" means the letters patent dated May, 12th, 2006;

"Meeting" means, as the case may be, the annual meeting or the special meeting of the members;

"Board" means the board of directors;

"Director" means the member elected to the board;

"Executive committee" means the directors elected to the positions of president, vice-president(s), secretary, treasurer or any mandatary, or any other position which could be created by the directors;

"Officer" means any director, employee, agent or any other representative with the power to act on behalf of the Association;

"Law" refers to laws relevant to non-profit organizations:

"Companies Laws", refers to the Civil Code of Québec and others;

"Member" means a member "in good standing" of Association;

"Absolute majority" means more than 50% of the votes expressed at an assembly;

"Simple majority" means the largest number of votes, regardless of abstentions;

"Regulation" means this regulation and all other regulations that the Association may adopt.

- 3.2 Legislative Definitions. Subject to the foregoing, the definitions in the law apply to the terms used in the regulations.

- 3.3 Rules of interpretation. Unless there is a provision expressed or implied, or unless the terms used in the singular include the plural, those applying to peoples shall also include companies and other unincorporated groups.

- 3.4 Primacy. Except for definitions, in the case of between the laws, the constitutive act or regulations, the law prevails over, the constitutive act and the regulations, and the constitutive act prevails over the rules.

#### **4. THE HEADQUARTERS**

- 4.1 Head office. The registered office of the Association shall be located in the locality provided for in the constitution and at the address determined by the Board of Directors.

#### **5. THE SEAL OF THE ASSOCIATION AND ITS ARMORIES**

- 5.1 The directors may determine the seal of the Association and specify its form and content.
- 5.2 Storage and use. The seal remains at the head office and only the secretary is authorized to affix it to a document issued by the Association. About the armorial bearings, their use is fixed by the board: these are generally the secretary and the editor of the Association, which shall take custody of them within the scope of their own responsibility.
- 5.3 Archives. At the end of their mandate, within a period not exceeding three months, the Directors and members of the committees deliver to the secretary of the Association, all the documents relating to the performance of their duties or the execution of their work.

#### **6. ADMINISTRATORS**

- 6.1 Board of Directors. The Association is managed by a board composed of a minimum of nine (9) directors and a maximum of (13) directors who come, as long as possible, of the different regions represented in the association. A executive committee may be appointed. The Board of Directors may be designated under any other name in any publication issued by the Association.
- 6.2 Eligibility. May be directors only members in good-standing of the Association. Persons under the age of eighteen and those in bankruptcy are not eligible.
- 6.3 Provisional administrators. Peoples who have applied for the formation of the Association, become and remain the first directors of it until the first annual meeting of members which shall be known as the official foundation.
- 6.4 Entry into office. Any member of the board of directors shall take office at the close of the meeting at which he is appointed or elected.
- 6.5 Duration of duties. Each director remains in office for three years or until his successor would be elected unless his mandate ended before term. It will be able to replace one-third of the directors annually. When his term of office ends, a director is eligible for re-election. At the election of the first board of directors, one third will be elected for one year, one third for two years and the other third for three years to create, for the future, an ordered rotation.
- 6.6 Resignation. Any time, any director may resign of his or her duties by sending to the registered office of the Association, by mail or otherwise, a letter of

resignation. Such resignation shall take effect from the date of its dispatch or at any later date indicated by the resigning director.

- 6.7 Dismissal. Unless otherwise provided by the Constitution, any director may be dismissed from office before term, for reasons, by the members entitled to elect it and present in a general or special meeting convened to this end by means of a resolution adopted by a simple majority. The Administrator subject to the dismissal resolution must be informed of the place, date and time of the meeting convened for the purpose of removing it from the same time limit as foreseen for the convening of this meeting. He may attend and take the floor or, in a written statement and read by the chairman of the meeting, the reasons for its opposition to his dismissal. The absence of attendance at three consecutive meetings by an administrator, without cause, is liable to dismissal.
- 6.8 End of mandate before term. The term of an administrator ends on account of his death, his resignation, his dismissal or if he comes to lose the qualifications required to be administrator.
- 6.9 Replacement. Any director dismissed by the assembly of its members shall be replaced at this meeting, if possible. Otherwise, and in other cases where the position of Administrator has become vacant, it may be replaced by the Board of Directors on a simple resolution. The administrator appointed as a replacement shall remain in office for the remainder of the unexpired term of its predecessor.
- 6.10 Remuneration. Directors are not paid on the basis of their mandate. The same applies to all members of the executive committee and the various committees permanent or temporary. They may, however, be paid if they are employees of the Association.
- 6.11 Compensation. The Association may, by means of a resolution of the Board of Directors, compensate its officers, present or past, for costs and expenses, of whatever nature incurred as a result of a civil suit to which they were party in that capacity, with the exception of those cases where these serious misconduct or acted in a fraudulent or grossly negligent. For payment of these sums, the Association may purchase insurance for the benefit of its officers.

## **7. CHOICE AND ELECTION OF BOARD OF DIRECTORS**

- 7.1 Nomination Committee. The executive committee, during its term of office, will constitute a nomination committee consisting of three (3) members, one of whom shall be a member of the executive committee. The role of this committee will be to make a list of candidates eligible to the Board of Directors.

This list will be submitted to the executive committee for at least two month prior to the annual general meeting. The secretary will send this list at least fifteen (15) days prior to the holding of such meeting. Two criterions will

guide the committee: "representation of regions and operation of the executive committee".

- 7.2 Other applications. With the signature of three (3) members in good standing, other applications will be accepted. These applications should be submitted to the executive committee at least one month before the general meeting and known by the members as provided in Article 7.1. Applications may also be accepted on proposal of members in good standing present at the meeting, at the time of the election.
- 7.3 Consent of candidates. The proposed candidates shall give their consent. The candidates absent at the time of the election shall have given their written consent.
- 7.4 Secret ballot. When there is more than one candidate to one position, the general meeting will choose by secret ballot, unless otherwise provided by unanimous.

## **8. POWERS OF DIRECTORS**

- 8.1 Powers of directors. Administrators shall exercise all the powers of the Association except those expressly reserved by law to the members.
- 8.2 Expenditures. The directors may authorize expenditure to promote the objectives of the Association. They may also, by resolution, allow one or more officers to hire employees and pay them remuneration, but the amount of which is determined by resolution of the board of directors.
- 8.3 Donations. The directors may take all appropriate actions to enable the Association to solicit, accept or receive donations and bequests of all kinds in the purpose of promoting the objectives of the Association.

## **9. THE ASSEMBLIES OF THE BOARD OF DIRECTORS**

- 9.1 Holding of assemblies. The Board of Directors shall meet as often as necessary and at least two (2) times per year, following a calendar which he fixes himself.
- 9.2 Convocation. The President, any Vice-President, the Secretary, or three (3) directors may call a meeting of the board of directors. These assemblies can be convened by means of a notice sent by post, fax, telephone or email. The notice, sent at least five (5) days in advance, must indicate the place, date and time of the meeting.
- 9.3 Annual Meeting of Directors. Each year, immediately after the meeting of the general membership of the Association, a meeting of directors with quorum, is held, without notice of the meeting being required, in order to elect or appoint the members of the executive committee of the Association and to transact other matter of which the Board may be seized.

- 9.4 Place. Meetings of the Board of Directors take place at the registered office of the Association or at such other place as may be determined by the directors.
- 9.5 Quorum. A quorum for meetings of the board of directors shall be fixed at one-half of the Directors plus one. The quorum so provided shall exist throughout the time of the assembly.
- 9.6 Vote. Every director is entitled to one vote and all the matters referred to the board must be decided by a simple majority. The President shall have a casting vote in sharing of votes.
- 9.7 Participation by technical means. An administrator may participate in a meeting of the Board of directors or an administrative committee by the use of the means contemporary communication techniques. This administrator is in such a case deemed attends the meeting.
- 9.8 Resolutions in lieu of meeting. The written resolutions, signed by all the Directors entitled to vote on those at meetings of the board have the same value if they had been adopted in the course of these assemblies. A copy of these resolutions should be kept with the minutes of the Board's deliberations.
- 9.9 Standing or temporary committees. The board of directors may establish one or more standing or temporary committees and designates members. These committees have a recommendation and not a decisional power.

## **10. THE EXECUTIVE COMMITTEE**

- 10.1 Term of office. In the event that a executive committee is formed, its members remain in office until their successors are chosen by the Board of Directors, subject to the right of directors to dismiss them before term for a valid reason.
- 10.2 Vacancy. The board of directors may, by choosing from among its members, fill any vacancy occurring within the executive committee for whatever reason.
- 10.3 Remuneration. The members of the executive committee receive no remuneration for their services.
- 10.4 Quorum. A quorum of the executive committee's meetings is established by a simple majority of members.
- 10.5 Procedures. The procedure established for assemblies of the Board of Directors applies to the meetings of the executive committee with appropriate adjustments.
- 10.6 President. The president of the Association shall preside at all meetings of the board of directors. The president of the Association shall be the principal officer and, under the control of the directors, supervises, manages and generally drives activities of the Association. In addition, all other powers and functions determined by the directors will be fulfilled by him.

- 10.7 Vice-president. The vice-president, or if there are more than one, the vice-presidents shall fulfill powers and functions that may, from time to time prescribe the directors or the president.
- In case of absence, incapacity, refusal or negligence on the part of the president, one vice-president may exercise the powers and duties of the chairman if the board of directors if he is entitled to by the board of directors.
- If there is an emergency, the board of directors convene as soon as possible and may approve or reverse the decisions taken in the meantime by the first vice-president in the order of seniority or precedence established by the directors.
- 10.8 Secretary. The secretary has custody of documents and records of the Association acts as secretary at the meetings of the board of directors and at meetings of the executive committee. He shall give or ensure to be given notice of convocation for any meeting of the board and its committees, as appropriate, and of any meeting of the executive committee. He shall keep the minutes of all meetings in a book held for this purpose. He must safeguard the seal and arms of the Association. He is in charge of archives of the Association, including books containing the names and addresses of directors of the Association. He shall keep track of the directory of members with the collaboration of the treasurer, shall deliver to everyone his membership card, and send the advice for renewal of contributions at least one month before maturity. He carries out any other mandate which may be entrusted to him by the Board of Directors.
- 10.9 Treasurer. The treasurer has the general charge of the finance of the Association. He must file money and other values of the Association in name and to the credit of the latter bank or financial institution that the administrative may designate.
- Whenever it is required, he shall report to the president or directors about financial position of the Association and of all transactions made by him in his capacity as treasurer. He must maintain or ensure the preservation of the account books and accounting records adequately. In collaboration with the secretary, he is responsible for maintaining the inventory of members. He must allow the books and accounts of the Association be audited by the persons authorized to do so. He must sign any contract, document or other writing requiring his signature and exercise the powers and perform the duties he may be entrusted by the directors or which are inherent in his office.
- 10.10 Directors. They fulfill all the duties they are entrusted to by the Board.
- 10.11 Other positions and functions. The board of directors may establish committees and designate members to any position it considers useful for the smooth running of the Association and achievement of its objectives: archivist, genealogist, editor of the newsletter, etc.

- 10.12 Regional
- 10.12.1 The Board of Directors of the Association may authorize the creation, division, merging or the abolition of regional bodies and to this end, establish the policy to be followed. However, they have no legal existence by themselves.
- 10.12.2 Each regional body shall endeavor to achieve, within the limits of its jurisdiction, the Association's general objectives. To this end, they have full latitude, subject to compliance with the statutes and decisions of the board of directors. They also have to participate in general or regional levels of the Association. They account of their financial management at the treasury of the Association.
- 10.12.3 Regional management shall be provided by a executive committee consisting of at least three (3) members and elected at their meetings. This assembly must be convened at least fifteen (15) days in advance and held within forty-five days of the end of the fiscal year and before the annual meeting of the Association. If, between two (2) annual meetings, one vacancy happens on the regional executive committee, the latter may fill the said vacancy. This executive committee is responsible for the activities and administration of the regional body in accordance with its statutes.
- 10.12.4 All checks, notes and other banking items of the regional bodies are signed by the treasurer and at least one other elected member of the executive committee.
- 10.12.5 The method of financing the regional bodies is established by the Board of Directors of the Association.
- 10.12.6 The Board of Directors may put in tutoring or abolish a regional for, specially, non-compliance with objectives, statutes and regulations of the association and refusal of participation in the general activities of the latter, or for maladministration.

## **11. THE MEMBERS**

- 11.1 Members. Any person descendant from the various Proulx ancestors in Canada and elsewhere, either directly or by marriage, may become a member of the Association.
- 11.2 Membership and dues. The annual general meeting, on the recommendation of the Board of directors establishes the right of accession and the annual membership fees for each category of members of the Association.
- 11.3 Cards and / or membership certificates. The board may issue cards and/or certificates and approve its form and content.
- 11.4 Categories of members. The Association consists of four (4) categories of members, that is, regular members, benefactor members, honorary members and lifetime members.



- 11.5 Regular member. Providing that he is interested in promote the objectives of the Association, any person may become a member by sending its application to the Association, being accepted by the Board of Directors and paying its annual membership fee.
- 11.6 Benefactor member. Is considered a benefactor member any person who pays, in addition to the annual contribution, an amount equal or greater to it.
- 11.7 Honorary Member. The directors of the Association may designate an honorary member, any person who has rendered service to the Association, through its work or donations, for example, in order to promote its objectives. Once this status has been confirmed, such honorary member shall be entitled to an appropriate certificate and attesting to its status as such.
- 11.8 Lifetime member. Is considered a lifetime member anyone paying the fee established for this purpose.
- 11.9 Resignation. A member may resign by written notice to the Secretary of the Association. However, his resignation does not release the member of the payment of any dues or other amounts due to the Association before its resignation shall take effect.
- 11.10 Radiation. Members who have not paid their one (1) year fee after maturity will be removed, but may become members again after having paid the membership fee for the current year.
- 11.11 Eligibility to vote. To be eligible to vote at any annual meeting of members or extraordinary meeting, regular members and benefactor members must have paid their dues before these meetings were held.

## **12. MEMBERS' MEETINGS**

- 12.1 Annual Meeting. The annual meeting of the members of the Association shall be held at any place in Québec, on the date and at the time the Board determined by resolution but taking into account the views expressed by the members during the previous general meeting. The annual meeting may also be held elsewhere outside Quebec, on the unanimous consent of members at the previous annual meeting. The assembly of members shall be convened each year as soon as possible following the end of the fiscal year.
- 12.2 Extraordinary meeting. A special meeting of members of the Association may be convened by the governing board, the president, or on the application of at least one-tenth of the members in good standing of the Association.
- 12.3 Notice of Meeting. Notice of each annual meeting and/or each extraordinary meeting must be sent to the members in good standing of the Association at least sixty (60) days before the date fixed for the annual general meeting and at least fifteen (15) days prior to the date set for the special meeting.

- 12.4 Content of notice. The notice of annual meeting of members shall mention the place, date and time of the meeting. Notice of extraordinary meeting must also state the objects of the assembly.
- 12.5 Quorum. The number of members present at the annual general meeting or at a special meeting constitutes a quorum which shall never be less than nine (9).
- 12.6 Vote. Only members in good standing have the right to vote. Any matter submitted to the assembly of members shall be decided by a show of hands, unless a vote by secret ballot is requested or that the chairman of the meeting prescribes another procedure. In the event of a tie of the votes, the vote of the president will prevail.
- 12.7 Voting by secret ballot. The vote shall be taken by secret ballot when the president and at least twenty-five (25) per cent of the members present ask for it. In the case of election to a post, the article 7.4 shall apply.
- 12.8 Scrutineer. If there is a vote by secret ballot, the chairman of the meeting of members shall appoint two (2) persons, whether or not they are officers or members of the Association, for acting as scrutineer.

### **13. FINANCIAL PROVISIONS**

- 13.1 Financial exercise. The financial year of the Association begins on April the 1<sup>st</sup> to conclude on March the 31<sup>th</sup> each year.
- 13.2 Auditor. The auditor or other expert shall be appointed annually by the members at their annual meeting. His remuneration shall be fixed by the members or by the Board of Directors when such power is delegated to them by the members. No director or officer of the Association shall be appointed auditor.
- 13.3 Audition of books. Auditing of books shall be held annually, as soon as possible after the end of the financial year and a copy of the financial statements will be distributed to all members in good standing at the annual meeting.
- 13.4 Signatories. Any contract, agreement in writing, check, bank note or commitment made at the name of the Association must be signed by the treasurer and at least one other member of the executive committee designated by a resolution of the executive committee.
- 13.5 New treasurer. Outgoing treasurer will have thirty (30) days of grace to close books, have them checked and transfer all the accounts to the new treasurer.

### **14. AMENDMENTS TO THE CONSTITUTION AND REGULATIONS**

- 14.1 Notice of amendments. Any proposal for modifying the constitution or regulations of the Association shall bear the signature of three (3) members in good standing and send in writing to the secretary at least sixty (60) days prior

to the date of the annual meeting where the said proposal must be submitted. The secretary shall forward to all members the text of the proposals submitted at least 15 days before the said meeting.

- 14.2 Votes of amendment. Changes to the Constitution or regulations will require for their adoption, the vote of the majority of the members in good standing present at the said meeting.
- 14.3 Amendments to regulations. The board of directors may repeal or amend any of this regulation. Any repeal or amendment shall be in force until the next annual meeting of members, unless that it is approved by an extraordinary meeting of members; if this repeal or amendment is not approved by a majority of votes at such annual meeting, it will cease, from that day only, to be in force.

## **15. OTHER PROVISIONS**

- 15.1 Liquidation. In the event of liquidation of the Association or the distribution of its goods, these will be devolved to a non-profit organization carrying on a similar activity in a locality in Quebec.

## **16. ADOPTION OF THE ADMINISTRATIVE REGULATIONS**

- 16.1 This by-law was adopted at the general meeting held in Rimouski in the Province of Quebec, Canada, on September 27th, 2008.