BY-LAWS

ARTICLE I

Name and Location

Section 1. Name
The name of the association is Club Lafayette.

Section 2. Location
It shall be located at Lowell, Commonwealth of Massachusetts.

ARTICLE II

Purpose

The purposes for which this association are formed are as follows: To promote and engage in civic, cultural, charitable, educational and social matters and affairs.

ARTICLE III

Officers and Directors

Section 1. Officers
The officers of the Club shall be a President, a Vice-President, a Treasurer, and a Secretary, who shall be ex-officio Secretary of the Board of Directors and a Board of Directors of nine members of the Club consisting of the four officers above named chosen from the Directors and five other Directors.

Section 2. Election of Directors and Eligibility
a. Election
There shall be a board of nine Directors elected from the floor at the annual meeting, 3 for a term of 3 years, 3 for a term of 2 years and 3 for a term of 1 year.

At every annual meeting thereafter the members shall elect from the Club membership three members of the Board of Directors to serve for a term of three years from the date of the annual meeting and thereafter until their successors shall have been chosen and qualified.

b. Eligibility
No member shall be eligible for membership to the Board of Directors unless he has been a member of the Club for three consecutive years prior to his election to that Board. This proviso may be waived by a majority vote of the quorum at the annual meeting upon the
request of any member. Any voting member in good standing may run for the Board of Directors but may not become an officer, as defined in Article III, section 3, on the Board if he is an employee of the club. "Employee" shall be defined in accordance with The Internal Revenue Service code.

Section 3. Method of election of officers
As soon as convenient after the annual election of the Board of Directors, said Board shall meet and choose from among their own number the President, Vice-President, Treasurer and Secretary above provided for, which officers shall serve in such capacity for one year beginning with the first meeting of the board of Directors following the annual meeting, or until their successors are duly elected and qualified.

Section 4. Vacancies
Any vacancy in the offices of the Club or the Board of Directors may be filled by the Board of Directors, the term of such vacancy to last only until the next annual meeting.

Section 5. Substitute
If illness or service in the armed forces or conditions of a temporary nature prevent participation of a director, the Board of Directors may elect from the membership a qualified member to serve as a substitute director until said director is able to return as an active director, or until his term of office expires, whichever occurs first.

ARTICLE IV
Duties of Officers and Directors

Section 1. President
The President shall preside at all meetings of the Club and of the Board of Directors. He shall also be ex-officio, a member of all committees. All contracts, deeds, leases or other documents, after approval by the Board of Directors shall be signed on behalf of the Club by the President, who shall also affix the corporate seal, and if the documents are of a financial character, shall also be countersigned by the Treasurer. The President shall appoint from the membership such committees as he deems advisable for the proper management of the Club.

Section 2. Vice-President
In case of the absence or disability of the President, it shall be the duty of the Vice-President to act in his stead. The Vice-President shall be Chairman of the House Committee.

Section 3. Treasurer
a. Duties
The Treasurer shall be bonded. He shall be charged with the collection and custody of the funds of the Club and their disbursement under the direction of the Board of Directors. He shall deposit said funds in a bank or banks approved by said Board. He shall keep accurate financial records of the Club in books belonging to it which Records shall be available for inspection at all times by the Board of Directors. The Treasurer shall make a
written report of the financial condition of the Club at its annual meeting.

b. Audit

The accounts of the Treasurer shall be audited annually prior to the annual meeting by a Certified Public Accountant selected by the Board of Directors.

Section 4. Secretary

The Secretary shall keep a record of all the meetings of the Club and of the Board of Directors. He shall notify all persons of their election to office or appointment to committees. He shall have custody of all documents, periodicals, and correspondence of the Club.

Section 5. Directors

The Directors shall have the management and control of all property, effects, and assets of the Club, authorize contracts and purchases, and shall exercise a general superintendence of its interests and welfare. It shall set the wages of all employees and may require that they be bonded. It shall appoint a club manager and the club's liquor license shall be in the name of said manager. The club shall obtain a liability insurance policy to indemnify said manager. It shall make rules concerning the use of the rooms and all other property of the Club. It shall have no power to transfer or sell any property belonging to the Club unless authorized by a majority of the members. It shall have authority to suspend or expel members for reasons specified in the By-Laws. Five members shall constitute a quorum. The Board of Directors shall meet at least once a month at the call of the President. Any officer or director absent without just cause from three consecutive meetings may be replaced by the Board of Directors at its discretion. The compensation for the Treasurer and the Secretary will be set by the Board of Directors.

ARTICLE V

House Committee

a. There shall be a four man House Committee and the Vice President shall be its Chairman. The President shall be a member ex-officio and shall have a voice but no vote. There shall be two other members appointed by the Vice President from the Board of Directors.

b. The duties of the House Committee shall include but not be limited to the supervision of the overall operation of the club on a day to day basis, all aspects of employee - employer relations, and shall be the body with jurisdiction over all aspects of member discipline in the first instance.

c. Any and all complaints lodged by a member or guest against a member or a member's guest shall be referred to the House Committee for a hearing. The House Committee will conduct an investigation surrounding the circumstances of the complaint and will make appropriate recommendations for discipline to the Board of Directors. The member under investigation shall have the right to have representation by counsel and have
the right to be represented at the meeting of the Board of Directors during the presentation of the House Committee’s recommendation. There shall be no appeal from the decision of the Board of Directors with respect to member discipline.

ARTICLE VI

Reserve Fund

There shall be a Reserve Fund under the control of the Treasurer to which all net profits in excess of two thousand ($2,000.00) dollars as determined by the Treasurer’s Annual Report shall be transferred.

In the event that the Treasurer’s Annual Report shows an operating deficit, the Board of Directors will transfer from the Reserve Fund to the Operating Account an amount of money not to exceed $5,000 to cover the amount of this operating deficit. If the deficit exceeds five thousand ($5,000.00), the balance of the deficit will be transferred from the Reserve Fund only if approved by a three-fourths vote of the membership present and voting at a meeting subsequent to a meeting at which a motion is made to transfer such an amount. If the motion to transfer the balance of the deficit is not approved, an assessment will be made on all of the members to provide the needed sum.

Any other proposed withdrawal will be presented to the members at the annual meeting or at a special meeting of the members called by the President. It will then be referred to a subsequent members’ meeting for action. No such withdrawal will be authorized unless approved by a three-fourths vote of the members present and voting.

ARTICLE VII

Financial Emergencies

In the event that an emergency repair to the physical plant of the club quarters becomes necessary, the President shall call an emergency meeting of the Board of Directors.

A quorum for such meeting shall be 2/3 of the Board.

At the meeting, the President shall present the particulars of the emergency, shall submit at least three estimates for repairs, and call for a vote to authorize repairs and payment of same. A simple majority of the Directors present is all that shall be required to authorize and fund said repairs.
ARTICLE VIII

Membership

Section 1. Eligibility

Any male citizen of the United States of America, twenty-one years of age or over, and of French ancestry may join as a member of the Club upon election by the Board of Directors.

Any male citizen of the United States of America, twenty-one years of age or over may join as an associate member of the Club upon election by the Board of Directors.

Section 2. Mechanics of Membership

Applications for membership must be made in writing, contain the name, address, and occupation of the applicant, bear the endorsement of two members and be presented to the Board of Directors. The initiation fee as determined by the Board of Directors and payment of the yearly dues must accompany all applications. Such payment will be refunded in case of rejection. The Secretary must post the application on the Club bulletin board for at least one month before action is taken by the Board of Directors. No person who has been rejected can file a new application until six months after the date of rejection.

Section 3. Resignation

A member can tender his resignation from the club by means of a signed letter to that effect addressed to the Board of Directors.

Section 4. Causes for expulsion

Any member may be suspended or expelled for any action inconsistent with the best interests of the Club. He shall be entitled to a hearing before the Board of Directors only after he has had a hearing before the House Committee.

Section 5. Guests

Members shall be responsible for the behavior of their guests at the Club. All members must have their guests registered in the book provided for that purpose.

Section 6. Damage to Club property

Destruction or damage to the property of the Club must be paid for by the member responsible for the same, the cost to be assessed by the Board of Directors.

Section 7.

Associate members shall have a voice but no vote at all club meetings. There shall be an associate member on the Board of Directors elected by the Board of Directors. His term shall be for one year and he shall have a voice but no vote.
ARTICLE IX

Dues

Section 1. Dues
The dues shall be set by the Board of Directors. The figure will be published to the membership and the amount will be due and payable within 30 days of publication.

Section 2. Non-payment of dues--penalty
If a member has failed to pay his dues within 30 days of publication, the Treasurer shall make written application for same. Failure to pay within 15 days of the written application will result in suspension of membership.

ARTICLE X

Meetings

Section 1. Annual meeting
The annual meeting of the Club shall be held in the month of January; the actual date to be left to the discretion of the Board of Directors. Fifteen percent of the full, voting membership shall constitute a quorum.

Section 2. Special meetings
A special meeting may be called by the President or upon the written request of 10% of the members. Notice of such meeting and the reasons for the same shall be given by the Secretary to all members at least five days before the meeting. No matters other than those set forth in the notice shall be transacted at such meeting.

Section 3. Subject matters at meeting
The Board of Directors may in their discretion bar the discussion of political or religious questions at the meetings.

ARTICLE XI

Amendments

Any proposition to amend the Constitution or By-Laws must be made in writing, read at a regular meeting and posted in a prominent location until the following meeting. It will then be read a second time before being discussed, adopted or rejected. Two weeks before the date of this second meeting, the nature of the proposed amendment is to be sent to every member. A two-thirds vote of the members present and voting shall be necessary to authorize any amendment.
Robert's Rules of Order shall govern all deliberations.

ARTICLE XII

Dissolution

The Club cannot be dissolved and its funds disposed of as long as ten members adhere to its Constitution and By-Laws. This article can only be amended by a unanimous vote of the members of the Club.

ARTICLE XIII

Integration Clause

Any previously enacted By-Law or valid Amendment to the By-Laws not specifically incorporated herein is rejected and considered null and void. This shall not prohibit the reenactment of any By-Law or Amendment consistent with Article XI of these By-Laws.