

**COUNCIL FOR THE DEVELOPMENT OF FRENCH IN LOUISIANA**  
**(CODOFIL)**  
**(PROPOSED) BYLAWS**

**ARTICLE I**  
**MEMBERSHIP**

1. Official Members. The members of the Council shall be the members appointed as provided for in Louisiana Revised Statutes, Title 25 Sections 651 through 655. The seven members of the executive committee shall be chosen by the Council as set out in Title 25 Section 653.
2. Attendance. Any member (s) missing four (4) consecutive meetings may be requested by the Chairman of the Council to resign, with a copy of the Chairman's letter going to the head of appropriate agency or association which named the said member.
3. Resignation. Any member may resign from the Council by delivering a written resignation to the Chairman of the Council.

**ARTICLE II**  
**OFFICIAL LANGUAGE**

1. The official language of the Council is French. To the greatest extent possible, meetings of the Council and meetings of the Executive Committee shall be conducted in French, except that those who are not sufficiently fluent shall be allowed to speak in English. Minutes of meetings shall be kept in French with a translation in English. In case of a difference in the French and English versions of either the minutes or of these bylaws, the French version shall take precedence and shall be the official version.

French shall also be the working language of the Council office and its employees.

**ARTICLE III**  
**MEETINGS**

1. Meetings. The Council shall meet at least once a year at the call of the chairman and at such other times deemed necessary by the chairman or the executive committee.
2. Notice of Meetings. Notice of a meeting, stating the time, place, agenda, and purpose thereof, shall be served personally, by mail, or electronically, should a member request that notice be sent electronically by email to an email address provided to the executive director of the Council, upon each member not less than five days before such meeting.
3. Public Notices of Meetings. Written notice of meetings shall include the time, place, agenda, and purpose of the meeting and shall state whether the meeting is to be open or closed to the public. Such notice shall be published at the principal office of the Council or at the building in which the meeting is to be held no later than twenty-four hours before the meeting and a copy of the notice shall be supplied to any person requesting such notice. Requests for notices shall be directed to the Executive Director of the Council on a yearly basis and shall be renewed annually.
4. Closed Meetings. The Council may hold a meeting closed to the public upon an affirmative vote of two-thirds of its voting members present, taken at an open meeting for which written public notice has been given. The reason for holding a meeting closed to the public, the specific matters to be taken up at the closed meeting, and the vote of each member on the question shall be stated in open meeting. No final or binding action shall be taken during any closed meeting.

The Council may hold a meeting closed to the public for one or more of the following reasons:

(a) Discussion of the character, the professional competence, or physical or mental health of an individual, provided that such individual is notified in writing at least twenty-four hours before the meeting and that such person may require that such discussion be held in an open meeting;

(b) Strategy sessions or negotiations with respect to collective bargaining, prospective litigation after formal written demand, or litigation when an open meeting would have a detrimental effect on the bargaining position of the Council or on the Council's position in the litigation;

(c) Investigative proceedings regarding allegations of misconduct, or the formal censure of any person;

(d) Cases of extraordinary emergency

(e) Cases specifically provided for by the Legislature.

5. Written Minutes. The Council shall keep written minutes of meetings open to the public. Such minutes shall include:

(a) The date, time, and place of the meeting;

(b) A record of the members of the Council present and absent;

(c) The substance of all its transactions.

(d) Any other information that the Council requests be included in the minutes.

The minutes of all open meetings shall be public records and shall be available in a place easily accessible to the public within a reasonable time after the meeting for a period of two years following the meeting.

6. Sonic or Audiovisual Recordings. All or any part of the proceedings in a public meeting may be recorded by any person in attendance by means of a sound recorder or any other means of sonic or audiovisual reproduction.

7. Quorum. As set out in R.S. 25 Section 653 B, a majority of the council shall constitute a quorum for the transaction of official business. All official actions of the council shall require the affirmative vote of a majority of the members present and voting. A majority of the members of the executive committee shall constitute a quorum for the transaction of business. However, when the council has delegated to the committee full power to act with respect to a matter, affirmative action by a majority of the entire committee membership shall be required.

8. Council Voting. Each regular member shall be entitled to one (1) vote. All elections, resolutions and questions shall be decided by a majority vote of the members present. Proxy voting shall not be permitted. Voting shall be by written secret ballot, voice, show of hands, or roll call at the discretion of the Chairman.

#### **ARTICLE IV OFFICERS**

1. Designation. The officers of the Council shall be a Chairman, a Vice-Chairman and a Secretary. The Chairman shall be a member of the executive committee. The Vice-Chairman and Secretary do not have to be members of the executive committee.

2. Election. Officers shall be elected at a meeting of the Council duly called for that purpose and shall serve two year terms, or until their successors are duly elected and installed.

3. Chairman. The Chairman shall preside at all meetings of members and of the executive committee, shall have and exercise general charge and supervision of the affairs of the Council and shall perform such other duties as may be assigned by the Council.

The Chairman shall appoint the chairman and members of the following standing committees:

- a) Rules and Bylaws committee
- b) French language teaching and immersion committee, which shall have two subcommittees:

- (1) French language teaching (FLE) sub-committee
- (2) French immersion sub-committee

c) Government relations committee

d) International relations committee

e) Budget committee  
f) Create Committee

The Chairman shall name the chairman and members of any other special committees that he deems advisable to create. Committees may have members who are not members of CODOFIL, but the chairman of the committee and the majority of the members of a committee shall be members of CODOFIL.

4. Vice Chairman. At the request of the Chairman, or in the event of the Chairman's absence or disability, the Vice-Chairman shall perform the duties and possess and exercise the powers of Chairman and shall perform any other functions assigned to him by the Chairman.

5. Secretary. The Secretary shall

(a) Exercise responsibility for the accuracy of the minutes of the Council and the publication and distribution of the minutes.

(b) Attest, where necessary, all official documents of the Council

(c) Exercise responsibility for roll calls of the members;

6. Nominations. A Nominating Committee of not less than three or more than five members, appointed by Chairman, shall submit its report to the members, nominating one person for each office. Additional nominations may be made by writing to the Executive Director or by voice from the floor.

7. Vacancies. A vacancy for the offices of Chairman, Vice-Chairman or Secretary shall be filled by majority vote of the members in attendance at the next

duly called meeting of the Council. A nominating committee of not less than three nor more than five members shall submit its report, nominating one person for the vacancy. Additional nominations may be made by writing to the Executive Director or by voice from the floor.

8. Limitation on Tenure. No officer shall serve for more than three consecutive full terms.

9. Executive Committee. The Executive Committee shall conduct the business of the Council between meetings. A majority of the members of the executive committee shall constitute a quorum for the transaction of business. However, when the Council has delegated to the committee full power to act with respect to a matter, affirmative action by a majority of the entire committee membership shall be required. The Chairman shall serve as presiding officer at all meetings of the Executive Committee. Meetings of the Executive Committee shall be subject to the notice and minute requirements set forth in Article II.

The Executive Committee shall also serve in the role of Budget, Compensation and Personnel Committee. In its capacity as Budget, Compensation and Personnel Committee, it shall annually review the performance and compensation of the Executive Director and employees and make its recommendations in these matters to the full Council. It shall also approve a budget to be submitted to the state.

10. The Executive Committee shall conduct a job performance review of the Executive Director every two years and shall discuss its findings with the entire council at its annual meeting in either open or closed session.

## **ARTICLE V**

### **EXECUTIVE DIRECTOR**

The Council shall employ an Executive Director who shall be fluent in spoken and written French, and who shall perform such duties and possess such qualifications as established by the Council, as authorized by RS. 25:653 D (3) (a).

The Executive Director shall

- (a) Keep written record of all sessions of the Council.
- (b) Prepare a monthly calendar of business and notices of schedules of all committee meetings;
- (c) Receive, reproduce, number and distribute all resolutions and member and committee proposals;
- (d) Read to the Council all proposals, resolutions, petitions, memorials, and communications;
- (e) Preserve and safeguard all original copies of official documents and be responsible for the preservation of all proceedings of the Council and its committees, and see that all records are properly preserved;
- (f) Prepare all public notices, both written and by announcement, of regular, rescheduled and special meetings;
- (g) Receive and respond to all annual requests by individuals for written public notices of regular, special and rescheduled meetings;
- (h) Respond to all requests from the public for information about all regular, special and rescheduled meetings;
- (i) Perform such other duties as may be designated by the Council or the Chairman;
- (j) Initiate the preparation and distribution of financial statements at all regular meetings of the Council and at any other intervals deemed to be appropriate;
- (k) Exercise the responsibility for reviewing for conformance of all fiscal matters with national and state law

## **ARTICLE VI**

### **ETHICS**

Code of Ethics. The Members of the Council are subject to the general provisions of the Louisiana Code of Governmental Ethics, and other applicable laws. Each member shall be supplied with a copy of the said code.

## **ARTICLE VII**

### **AMENDMENT**

These bylaws may be amended, altered or repealed, in whole or in part, by majority vote of the members present at any meeting of the Council. The specific change or changes that are proposed shall be mailed to each member at least ten (10) days prior to the date of the meeting.