

# **Rendez-vous Detroit**

## **BY-LAWS**

### **ARTICLE I**

#### *Statement of Purpose*

Section 1. The purpose of RENDEZ-VOUS DETROIT is constituted To promote increased awareness and appreciation of the French era of history of the Detroit River Region in order to aid in its renaissance in the 21st century.

### **ARTICLE II**

#### *Organization*

Section 1. The Corporation is also organized under the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of 1982, as amended, being Section 450.2101 *et. seq.* of the Michigan Compiled Laws (the "Act"), and is to be operated as a non-political, non-religious, non-discriminatory, directorship organization which complies with applicable federal and state non-profit tax laws and regulations.

Section 2. The duration of the Corporation is perpetual.

Section 3. The registered office of the Corporation is located 3398 Aquinas Drive, Rochester Hills, MI 48309.

### **ARTICLE III**

#### *Members*

Section 1. Participating Members shall be entitled to all the privileges of membership in the corporation, including voting privileges solely on matters specifically authorized by the Board of Directors. Each Participating Member shall have one vote.

Section 2. An Annual *general meeting* of the membership shall be held in the month of December at such time and place as the Board of Directors shall determine. Notice of meeting shall be mailed to each member at least ten days prior to the meeting. A member's attendance at and participation in the meeting waives objection to lack of notice or defective notice unless the member promptly upon his or her arrival, objects to the holding of the meeting.

Section 3. Ten percent (10%) of the total voting membership shall constitute a quorum. Any or all issues may be voted on by written ballot if so specified by the Board of Directors in the notice of meeting. Unless otherwise specified, a majority of members voting at a regular or special meeting of the membership at which a quorum is present shall carry the vote.

### **ARTICLE IV**

## *Directors*

Section 1. The Corporation shall be organized on a directorship basis (the "Board of Directors" or the "Board"). The number of directors shall be set from time to time by the Board. Except as otherwise provided by statute, the Articles of Incorporation or these By-laws, the Board of Directors shall be *elected by secret ballot for a period of three years at the general meeting of the members.*

*Section 2. . A Director shall be elected at the annual meeting of members and shall serve for a term of three (3) years, or until a successor has been duly elected. A Director may not serve for more than two consecutive three-year terms. After an interval of one year from the end of a Director's term of office, the Director may again serve as a Director.*

*Section 3. In the event of a vacancy on the Board, the Board shall appoint a person to fill the vacancy. Such appointee shall serve until the next regularly-scheduled annual meeting of the membership and until a successor has been elected.*

*Section 4. At least 30 days prior to the annual meeting, the Board shall prepare a list of nominees for election to the Board, to fill any vacancies which might be arising. Such list of nominees shall be provided to the membership at least 30 days in advance of the annual meeting. The list of nominees may be provided to the membership by postal service or electronically.*

*Section 5. During its first session following the annual general meeting, the Board of Directors shall elect a President, Vice-President, a secretary, and a treasurer. Other officers may be elected by the Board, in its discretion. .*

Section 6. No officer who shall receive such reasonable compensation as the Board shall determine, or member of the Board may receive remuneration for his or her services as officer or Board member. Reasonable expenses incurred in performing services as an officer or Board member expressly authorized by the Board may be reimbursed.

Section 7. At a meeting of the Board of Directors, one-half of the Board members, but no fewer than two (2), shall constitute a quorum.

Section 8. A minimum of four (4) Board meetings, including the Annual Meeting, shall be held each year.

Section 10. If it be determined by a majority of the members of the Board that a Board member or officer is not fulfilling his or her responsibilities to the Corporation, or if it be determined by a majority of the members of the Board that a Board member has engaged in conduct in conflict with his or her role as a Board member or officer, then such Board member may be removed from office at a regular or special meeting. All members of the Board must be given prior written notice ten (10) days in advance of the meeting that the removal of an officer or director is being considered. Failure to attend Board meetings regularly may be considered a failure to fulfill such responsibilities but shall not be the sole grounds for removal.

## **ARTICLE V** *Duties of Officers*

Section 1. President: The President shall preside at all meetings of the Board and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President: The Vice President shall perform such duties as the President or the Board of Directors may prescribe and shall preside at Board meetings in the absence of the President.

Section 3. Secretary: The Secretary shall keep the minutes of the Board of Directors and shall send timely notice to each member of the Board of Directors of each meeting of the Board.

Section 4. Treasurer: The Treasurer shall maintain the books of the Corporation and shall submit a financial report at each meeting of the Board of Directors in such form and containing such information as the Board of Directors shall from time to time determine. The Treasurer's books may be audited after the close of each fiscal year or as directed by the Board of Directors.

## **ARTICLE VI**

### *Committees*

The Board of Directors may establish such committees as the activities and functions of the Corporation may require, and the President shall name members of such committees.

## **ARTICLE VII**

### *Fiscal Matters*

Section 1. Annual dues shall be in such amounts and shall be payable at such time as may be determined by the Board of Directors.

Section 2. The fiscal year of the Corporation shall commence on April 1 of each year.

Section 3. The Corporation may engage in such fund raising activities as are consistent with its charter and applicable law and regulations as the Board may determine.

## **ARTICLE IX**

### *Indemnification*

The Corporation shall indemnify any person (including his/her estate) made or threatened to be made a party to any suit or proceeding, whether civil or criminal, by reason of the fact that he was a director or officer of the Corporation or served at its request as a director or officer of another Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees actually and necessarily incurred as a result of such threat, suit, or proceeding, or may appeal therein, to the fullest extent permissible under the laws of the State of Michigan.

## **ARTICLE X**

### *Amendments and Dissolution*

Section 1. In order to amend these By-laws, any proposed amendment must be submitted to and initially approved by the Board of Directors at a meeting of the Board at which a quorum is present. A proposed amendment may be submitted to the Board of Directors by one-tenth (10%) of the Participating Members.) A final vote on any such amendment shall be considered at the next succeeding meeting of the Board of Directors and shall be approved if affirmatively approved

by a majority of the Board of Directors at such meeting of the Board at which a quorum is present.

Section 2. In the event of dissolution, the residual assets of the Corporation will be as determined by the Board turned over to the 501c3 for the preservation of the building of the National Historical Landmark of the Basilica of Ste Anne de Detroit, the last remaining monument built by the former French speaking community of the City of Detroit.

Section 3. Rendez-vous Detroit will remain a non-profit organization in perpetuity.

Amended 18 February 2026

Name	Residence or Business Address
MARY CATHERINE ROBINSON	12915 BAIRD AVENUE, WARREN, MI 48088 USA
JOHN COOPER	3398 AQUINAS DRIVE, ROCHESTER HILLS, MI 48309 USA
MARGARET ELIZABETH BOURNE-NIDO	6441 RED OAK DRIVE, TROY, MI 48098 USA
DAVID MICHAEL MARTIN	6258 MAPLEHURST DRIVE, YPSILANTI, MI 48197 USA



Handwritten signature of John Cooper, with the name "John Cooper" written in cursive above the signature.