# Fontamara Annou

BYLAWS OF THE ASSOCIATION

English translation of the French bylaws
Effective March 1, 2025

## ARTICLE I - NAME

**Section 1.** The name of this association shall be Fontamara Annou (hereinafter referred to as "FANH").

## ARTICLE II - PURPOSE

**Section 1.** The Association aims primarily to bring together residents of Fontamara living in America and all those who feel connected, directly or indirectly, to this initiative and wish to pool their material, intellectual, social, and other resources in order to collaborate in the efforts already undertaken for the growth and prominence of the Fontamara neighborhood, their Alma Mater.

**Section 2.** Fontamara Annou shall be affiliated in the State of New York, United States.

**Section 3.** Fontamara Annou is a nonprofit organization.

## ARTICLE III - MEMBERSHIP

**Section 1.** Members are former emigrants, classmates, and friends from the Fontamara neighborhood who currently live in the United States and Canada.

**Section 2.** Annual dues are required of all members. To remain in good standing, each member must pay annual dues.

**Section 3.** Membership may be terminated by a two-thirds vote of the eligible votes at a meeting of the members. Reasons for termination of membership may include, but are not limited to, conduct detrimental to the stated purpose of the Association.

## ARTICLE IV - BOARD OF DIRECTORS

**Section 1.** The Executive Committee (hereinafter referred to as the "Board") shall consist of five elected Directors. Each Director shall fulfill different roles according to their abilities and level of expertise. Administration, accounting, and communications are specialized duties that must be performed by designated personnel. Other duties, such as meeting minutes and reports, must be carried out in rotation among the Directors, as agreed by them before the start of any meeting.

**A.** Specialized duties such as administration shall be entrusted to the Director who shall handle all applications on behalf of the Association. These applications include, but are not limited to, direct interaction with governmental entities and filing and annual reporting requirements. In the absence of the lead Director responsible for the administration of the Association, whether due to illness, vacation, or any other circumstance that makes that Director unavailable, any other Director, according to their level of comfort, may fill the gap until the designated lead Director returns and is again available to perform the duties assigned to that role.

**B.** Specialized duties such as accounting shall be entrusted to the Director with sufficient expertise in that field. In the absence of the Director primarily responsible for the Association's finances, whether due to illness, vacation, or any other circumstance that makes that Director unavailable, any Director, according to their level of comfort, may fill the gap until the person originally designated is again available to perform the duties associated with that task.

**C.** Specialized duties such as communications, namely visual and written presentations, letterheads/memoranda, certificate formatting, editing and proofreading, formal requests and/or stationery, shall be handled by the Director most qualified in that field. In the absence of the Director, particularly the one responsible for the Association's communications, whether due to illness, vacation, or any other circumstance that makes that Director unavailable, any other Director, according to their level of expertise, may fill the gap until the designated Director is again available to perform the duties associated with that task.

**D.** Specialized duties related to outreach are the responsibility of the Board of Directors, provided that the subject of the outreach falls within the scope of Fontamara Annou's purpose. Outreach is defined as conducting activities to achieve the Association's purpose, including, but not limited to, fundraising events, telephone banks, grant applications, etc.

## ARTICLE V - OFFICERS

**Section 1.** There should be at least two appointed Advisors, but no more than five. The Advisors must be appointed by the Board of Directors. They must act as liaisons for all projects among all parties within the Association.

**Section 2.** There must be a Coordinator appointed by the Board of Directors. The Coordinator shall act as an intermediary between Haiti and the Fontamara Annou group in the diaspora. He or she must be an active member of the Fontamara Annou Association, residing in Haiti and involved in various fields such as teaching, administration, and/or involved in Fontamara's affairs in some capacity, on a full-time or part-time basis.

**Section 3.** There should also be several representatives and/or Advisors among the members in various disciplines, such as banking, legal matters, and expertise for specifically related technical projects. Where the necessary expertise is not available among the members, that expertise may be sought elsewhere, as agreed by the Board of Directors.

## ARTICLE VI - MEETINGS

**Section 1.** A meeting of the members may be convened at the discretion of the Board of Directors, provided that at least one meeting held is designated as a General Assembly at an agreed place, date, and time.

**Section 2.** The Annual General Assembly shall be devoted to the election of Directors and the presentation of the budget.

**Section 3.** Regular meetings of the Directors shall be held every two weeks and may be held more frequently when called by any of the Directors.

**Section 4.** A quorum of Directors is required at all meetings to conduct business. A quorum is defined as the presence of three or more Directors.

## ARTICLE VII - ELECTIONS

**Section 1.** The Board of Directors of Fontamara Annou shall be elected every two (2) years, and Advisors shall be appointed as follows:

**A.** Directors: Every two (2) years.

**B.** Advisors: Every two (2) years.

**C.** Coordinator: If deemed necessary.

**Section 2.** The Board of Directors shall be elected by the members at the Annual General Assembly by a majority vote of the members present and in good standing. All Directors shall serve a two-year term and may serve consecutive terms if reelected, but no more than two (2) terms. Advisors and the Coordinator may serve more than two (2) consecutive terms at the discretion of the Board of Directors.

**Section 3.** Each Director has one vote.

**Section 4.** Member voting: Each member has one vote.

## ARTICLE VIII - DUTIES

**Section 1.** The duties of the Directors, Advisors, Coordinators, and any authority shall be as follows:

**A.** The Directors shall jointly preside over all meetings and act as moderators on any topic of discussion in any correspondence relating to Fontamara Annou, whether posted on the info@fontamaraannou.org email forum or on WhatsApp. All Directors shall have equal authority. No Director shall supersede the other Directors. The Directors shall be responsible for all communications, both internal and external, and shall maintain Fontamara Annou's official documents, including the minutes of all meetings.

The Director serving in the accounting and/or treasury role shall be responsible for receiving, disbursing, and accounting for all Fontamara Annou funds, which shall be kept in a U.S. bank as agreed by the Directors. All banking transactions must have the approval of at least three of the Directors.

**B.** The Advisors shall act to achieve the purpose for which this Association was established by providing information voluntarily or when called upon to do so. Advisors may not vote on a matter but may request that the Board put it to a vote. At the Board's discretion, such a request may be accepted and/or rejected. The Advisors' sole responsibility is to advise, guide, and bring new approaches, ideas, and suggestions to the attention of the Executive Committee. The Board, when convened at its meeting held every two weeks, shall review and discuss all proposals that may be presented by the Advisors.

**C.** The Coordinator shall serve as a liaison between Fontamara, Haiti, and Fontamara Annou in the diaspora. The Coordinator shall be responsible for correspondence and communications between the two parties and shall perform other duties assigned by the Board.

**Section 2.** Any Director whose failure to attend meetings systematically prevents the establishment of a quorum shall have their continuation in office submitted to a vote of the members no fewer than ten and no more than thirty days after the last meeting of the officers at which a quorum was not reached. Any Director may be removed from office by a two-thirds vote of the members present at a meeting of the members.

## ARTICLE IX - FISCAL YEAR

The fiscal year of Fontamara Annou shall run from September 1 to August 30 of the following year.

## ARTICLE X - AMENDMENT

These bylaws may be amended by a two-thirds vote of the members, provided that the amendment was presented in writing at the preceding meeting.

## ARTICLE XI - DISCLAIMER

The rules contained in the current edition of Robert's Rules of Order shall govern Fontamara Annou in all cases in which they are applicable and do not conflict with these bylaws.

## ARTICLE XII - EFFECTIVE DATE

These bylaws shall take effect on the first day of March 2025.