

Article I – General

Section 1. Name of the Corporation

New Sweden Cultural Heritage Society. Herein after referred to as the Corporation.

Section 2. Purpose

a) The primary purpose shall be to preserve, promote, communicate and celebrate Swedish and Scandinavian heritage and culture through educational and charitable activities in Oregon.

b) To perform all activities related to this purpose, to have and enjoy all the powers granted and engage in any lawful activity for which non-profit corporations may be organized under ORS Chapter 65.

Section 3. Incorporation

The Corporation shall be incorporated in the State of Oregon and shall be managed by an Executive Board, herein after referred to as the Board, which shall have the power to conduct business of the Corporation. The Corporation shall be governed by the Articles of Incorporation and the Bylaws. The Corporation must meet all the requirements of the Internal Revenue Code to maintain tax-exempt status.

Section 4. Rules of Order

Meetings are led by the President and conducted with civility where all voices are heard.

Section 5. Amendments

Notice of a proposal to amend the Bylaws must be placed on the agenda according to rules set out for General, Board or Special meetings.

Section 6. Association

The League of Swedish Societies of Portland Doug Webster 212-262-5220
Swedish Council of America 612-871-0593 / swedishcouncil.org

Article II - Policies

Section 1. The Corporation will not discriminate against individuals or groups on the basis of membership in protected and other classes, including but not limited to race, religion, color, gender, gender identity, sexual orientation, age, disability, national origin, income, legal citizenship, housing status, or political affiliation.

Section 2. The Corporation honors and encourages diversity within the membership, affirms the rights of all people to live and work without fear of intolerance.

Section 3. New Sweden is non-partisan, non-commercial, and non-sectarian.

Article III - Membership

Section 1. Members shall pay dues as established by the Executive Board and have a vote.

a) Emeritus member, any individual member over the age of eighty (80) years at their last birthday and having been a paying member for at least three (3) years prior, is considered honorary.

Section 2. All members in good standing are eligible for both elected and appointed positions, provided they are eighteen (18) years of age or older at the beginning of their term of service.

Article IV - Board of Directors

Section 1. The Board is comprised of no less than seven (7) and not more than fifteen (15) active voting members and one (1) ex-officio non-voting member. The voting members shall be: President, Vice President, Treasurer, Secretary, Membership, and up to seven (7) Members-At-Large. The ex-officio member shall be the past President.

Section 2. Board members will hold office for a term of two (2) years. No Board member may be nominated to a position in which they have served the last two terms to completion. For continuity and historical perspective, the term for the President and the Secretary will expire in odd-numbered years, and the term for the other Board members will expire in even-numbered years. Any Board member may be removed from office by a two-thirds (2/3) vote of the Board in agreement. Members of the Board of Directors may serve additional terms in the same office, but only after a hiatus of at least one (1) year.

Section 3. Any vacancy on the Board may be filled by the Board for the unexpired term.

a) The Board shall elect its own members, except that a Director shall not vote on his/her own position.

Section 4. The Board shall have a quorum when at least two-thirds (2/3) of its members are present. A simple majority of those present is needed to pass any motion.

Section 5. The Board shall review and approve an operating budget for each fiscal year.

Section 6. A majority of the Board must approve any non-budgeted expenditures over \$50.00 with no less than three (3) days prior notice.

Section 7. Board members shall not receive compensation for their Board services, but may be reimbursed for expenses related to Board service.

Section 8. Board member duties are to manage the affairs of the Corporation. The Board will present a report of its activities at the regular meetings of the Corporation; and will seek the views of those affected by any proposed policies or reactions before adopting any actions or recommendations on behalf of the Corporation; and will strictly comply with these Bylaws. Board members have the responsibility of acting in the best interests of the Corporation as defined in Article I but are not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Article V - Committees

Section 1. The Board may elect an Executive Committee, consisting of President, Vice President, Secretary, Treasurer, which shall have the authority to make on-going decisions between Board meetings and shall have the authority to make financial and budgetary decisions. Only Board members may be members of the Executive Committee.

Section 2. The Board may establish such other Committees as it deems necessary and desirable. Such Committees may exercise functions designated by the Board or may be advisory Committees to the Board.

Section 3. No Committee may authorize payment of a dividend or any part of the income or profit of the organization to its President or the Board; may not approve dissolution, merger, the sale, pledge, transfer of all or substantially all of the organization's assets, may not elect, appoint or remove Board members, fill vacancies on the Board, or on any of its committees; may not adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board.

Article VI - Officers

Section 1. Titles

All officers of this Organization must be members of the Board. The officers of this Corporation shall be a President, Vice President, Secretary, Treasurer, Membership Chair and such additional officers the Board shall deem necessary and desirable.

Section 2. Election

a) The Board shall elect officers at the Board meeting at least one month prior to the beginning of the Corporation's fiscal year, which is January 1.

b) The Board must be notified of nominations at least ten (10) days prior to the election. Any member may nominate any eligible member, including themselves, for any position up for election. Nominees must either be present to accept the nomination, or must express their willingness to accept a nomination to the Secretary.

Section 3. Duties of Board Officers

a) President: The President will prepare the agenda and preside at all meetings of the Board and membership; will be the principal representative and spokesperson for the Corporation, except as the Chair or Board decides otherwise; will be a member ex-officio of all committees; will perform such other duties as may be prescribed by the Bylaws or assigned by the Corporation or the Board; will appoint members of committees not elected, with a majority approval of the Board.

b) Vice President: The Vice President will assist the President in all delegated duties; in the absence of the President, or at the President's request or absence, will function as President.

c) Secretary: The Secretary will keep minutes for all General, Board, Special and Emergency meetings, including records of attendance and the results of any votes taken, and a summary of recommendations and any dissenting views. The Secretary will provide draft minutes to the President within ten (10) days after the next Board or General meeting; will make adjustments and provide a final copy for archival

d) Treasurer: The Treasurer will be responsible, along with any other Board member designated by vote of the Board, for all monies and will give an accounting at each general meeting; will receive, keep safe, and disburse funds of the Corporation for authorized purposes. The Treasurer may pay one-time expenditures up to \$50.00 prior to Board approval.

e) Membership Chair: The Membership Chair will record all member contact information and maintain a current membership list, track paid dues through the Treasurer, greet, acknowledge new members and send reminders for payable dues.

f) Newsletter Editor: The Newsletter Editor compiles, edits, produces articles and pictures for scheduled quarterly newsletters and can be assisted by layout designer.

ff) Duties for printing, assembling for mailing are at free will to various Board members.

Article VII - Meetings

Section 1. Purpose and Notification

Notification for all meetings listed below will be by mail, newsletter, posted notices, telephone calls, email lists, website or social media postings, or any other appropriate means of communication apt to reach a majority of the members. Notification will require no less than 24 hours to the members of the Board that it is meeting and to individuals and news media that have requested notice, except where a longer period is specified below.

Section 2. Board of Directors Meetings

a) The Board will meet in open session every month at a regular day and time, except for August and December. The Chair or a majority of Board members may call additional meetings. Notice must be given at least seven (7) days before the meeting.

b) These meetings are conducted by the President or in its absence or at its request, the Vice President. New Sweden members are welcome to attend and to be recognized by the President to speak, but only Board members may vote.

Section 3. General Meetings

A General meeting for New Sweden will be once a year. This meeting is directed by the President, or in its absence or at its request, the Vice President. Notice must be given at least seven (7) days before the meeting.

Section 4. Special Meetings

Special meeting of the general membership of New Sweden may be called by the Chair or a majority of the Board members. Notice must be given at least seven (7) days before the meeting.

Section 5. Emergency Meetings

Emergency meetings of the Board may be called by the President or by a majority of the Board as deemed necessary.

Section 6. Agenda

An approximate agenda for the General, Board, and Special Meetings will be prepared by the President, who will publish the agenda at least three (3) days in advance of the meeting. Anyone may submit an item for the prepared agenda in writing to the President along with any written materials they wish to present at the meeting. Items should be submitted at least four (4) days in advance of the meeting. If the President declines to add an agenda item or written materials as requested, it will state the reason for entry or refusal into the minutes of that meeting. Board members may move to add items to an agenda during the meeting.

Section 7. Quorum

A quorum for a Board or Emergency meeting will be a majority of the then seated members of the Board, or five (5) members of the Board, whichever is greater. A quorum for a General or Special meeting will be a majority of then seated Board members, including one (1) of: President, Vice President, Secretary, Treasurer or Membership Chair. Unless specified otherwise in these Bylaws or another binding legal document, decisions of the Corporation will be by a majority vote of those present and eligible to vote.

Section 8. Participation

The President of any meeting will encourage participation by any person who wishes to be heard. In the event that discussion must be managed to meet constraints of time or fairness, the President will take into account membership eligibility and, if necessary, eligibility to vote. The officer presiding over any meeting will ensure that all actions or recommendations taken in that meeting, including minority reports, are communicated to all affected parties.

Article VIII
Amendments

The Corporation's Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a vote of two-thirds (2/3) of the Directors then in office, at any regular or special meeting of the Board called for that purpose, provided that not less than two (2) days written notice of the meeting date, time and location, and of the proposed amendment or amendments shall have been sent to all the members of the Board of Directors.