

BY-LAWS

OF

THE SCANDINAVIAN HERITAGE SOCIETY OF KENTUCKY, INC.

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ARTICLE I: OFFICES

The Corporation's principal office in the Commonwealth of Kentucky shall be located in Lexington-Fayette County. The Corporation may have such other offices from time to time as its Board of Directors may designate or as its business may require.

The registered office of the Corporation required to be maintained in the Commonwealth of Kentucky may be identical with the principal office in the Commonwealth of Kentucky, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: MEMBERS

Section 1: Qualifications. Persons eligible for membership shall a) be of Scandinavian birth or lineage, b) be married to those of Scandinavian birth or lineage, or c) have close cultural or business ties with Scandinavia.

Section 2: Dues. To qualify as a voting member in good standing, annual dues shall be paid as follows: \$ _____ per member, or \$ _____ per family membership, payable in advance at or before the annual members' meeting.

Section 3: Non-Voting Members. Persons under the age of 21 and/or students of accredited educational institutions shall be admitted as non-voting members without payment of dues. Honorary

memberships may be granted by majority vote of the Board of Directors and are also non-voting.

ARTICLE III: MEETINGS

Section 1: General. The Corporation shall hold at least five (5) meetings per year, including the annual members' meeting. Additional meetings may be called by a majority of the membership. The annual members' meeting shall be held in April. Notice of meetings shall be given at least two weeks in advance. At the regular meetings, the members shall meet first, followed by the Board of Directors.

Section 2: Quorum. A quorum of members shall consist of the greater of ten percent of the membership or fifteen members.

Section 3: Place of Meeting. The place of meeting shall be designated by the President.

Section 4: Special Meetings. Unless otherwise prescribed by statute, special meetings of the members may be called by a majority of the members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2: Number, Tenure and Qualifications. The number of Directors of the Corporation shall be fixed by the members at the annual members' meeting. The members shall then nominate and elect Directors from among the membership. Each Director shall hold office until the next annual meeting of members and thereafter until his successor has been elected and qualified.

Section 3: Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than these by-laws, immediately after, and at the same place as, the annual members' meeting. The Board of Directors may provide by resolution the time and place for the holding of four (4) additional regular meetings without notice other than such resolution.

Section 4: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of any special meeting shall be given at least three days previous thereto in writing, and either delivered personally or mailed to each Director at his or her home address.

Section 6: Quorum. A majority of the Directors present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8: Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the Directors.

Section 9: Vacancies. Any vacancy on the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, regardless of whether said majority

constitutes a quorum. A Director elected to fill a vacancy shall serve only until the next regular election of Directors.

ARTICLE V: OFFICERS

Section 1: In General. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2: Election and Term of Office. Officers shall be elected annually by the members at the annual members' meeting. The officers shall be elected from among the Board of Directors. Each officer shall serve until his successor has been duly elected and qualified, or until his death, resignation, or removal. Any officer or agent may be removed by the members whenever in their judgment the best interests of the Corporation shall be served thereby. The vacancy of any office due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3: The President. The President shall preside at all meetings of the members and the Board of Directors, shall be a member ex officio of all committees except the Nominating Committee, and shall appoint all committees after conferring with the Board of Directors. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation, and shall perform all duties both incident to the office of President and as may be prescribed by the Board of Directors from time to time.

Section 4: The Vice President. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be the ex officio Chairperson of the Program Committee, and shall perform such other duties as from time to time may be assigned to him by the Board of Directors. *

Section 5: The Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; attend to all correspondence; be custodian of the historical records, corporate records, and seal of the Corporation; keep a register of each member's mailing address, which each member shall furnish to the Secretary; and in general perform all duties incident to the office of Secretary and such other duties assigned to him by the Board of Directors.

Section 6: The Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board of Directors. At the annual members' meeting, the Treasurer shall render a report of all *

receipts and disbursements of money for the fiscal year, and this report shall be included in the historical records for that year. The Corporation's fiscal year shall be April 1 through March 31. *

ARTICLE VI. COMMITTEES

Section 1: Number and Type. The Corporation shall have four standing committees and such special committees as the members shall deem necessary to the orderly conduct of the Corporation's activity. The standing committees shall be Nominating, Program, Membership and Hospitality, and Public Relations.

Section 2: Nominating Committee. A Nominating Committee of three members shall be appointed by the President at least four months prior to the annual members' meeting. This committee shall nominate candidates for each office to be filled at the annual election of officers. Additional nominations may be submitted from the floor by any voting member.

Section 3: Program Committee. The Program Committee shall arrange for programs at all meetings and at such special occasions as the members may desire. The Vice President shall be the ex officio Chairperson of this committee.

Section 4: Membership and Hospitality Committee. The Membership and Hospitality Committee shall recruit new members, promote acquaintances and friendship among existing members, and greet new members and guests and introduce them to the Society.

Section 5: Public Relations Committee. The Public Relations Committee shall promote the Society and its activities by various and appropriate means, including announcements through the news

media and the Society's official newsletter. The newsletter shall be published as deemed appropriate by this Committee, and shall be sent to all members in good standing, and to all other persons as good public relations shall determine.

ARTICLE VII: AMENDMENTS

1. The Articles of Incorporation may be amended by a two-thirds majority vote of members present. A motion to amend may be made at any meeting, but a vote for adoption of the proposed amendment shall not be taken until the next meeting, with due notice of the proposed amendment having been given in writing to the membership by the Secretary.

2. To propose amendments to the By-Laws, a member must submit the proposal in writing to the Board of Directors in due time for the Board to inform the membership of the proposal in writing prior to the next meeting. These By-Laws may be amended at any regular meeting by a majority vote of members present.

ARTICLE VIII. DISSOLUTION

If the Corporation is dissolved, its assets shall be distributed to a charitable institution or other organization whose purpose is similar to this Corporation, as designated by nomination and majority vote of those voting members present at the dissolution meeting.

These By-Laws were approved and adopted by the Board of Directors as of the _____ day of _____, 1999.

THE SCANDINAVIAN HERITAGE
SOCIETY OF KENTUCKY, INC.

By:

Secretary

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