

The Scandinavian Club of Columbus

Bylaws

Revised: **August 28, 2022**

Article I. NAME, LOCATION AND TYPE OF ORGANIZATION

- I.1. The name of the organization is **THE SCANDINAVIAN CLUB OF COLUMBUS**, which hereafter may be referred to as the 'Club'.
- I.2. The organization is formed and operates in the city of Columbus, Franklin County, Ohio, U.S.A.
- I.3. The organization is an Unincorporated Nonprofit Association under Ohio Revised Code section 1745 and a Social Club under IRS Code 501(c)(7).
- I.4. The Club operates on a fiscal year beginning July 1 and ending June 30 of the following year.

Article II. PURPOSE

- II.1. The Club is organized exclusively for its members and guests to promote Scandinavian traditions and culture through fellowship, education, cultural and social activities.
- II.2. The Club fulfills its purpose by:
 - a. Offering social events like Scandinavian holiday and seasonal celebrations
 - b. Offering cultural events such as movies, sports viewing, and dinners
 - c. Offering educational opportunities such as language instruction and lectures
 - d. Keeping members informed with news from the Club and /or Scandinavia
 - e. Encouraging and facilitating the formation of shared interest groups within the Club.

Article III MEMBERSHIP

- III.1. **Eligibility.** Membership shall be open to any person aged 21 or older with a connection to, or interest in, Scandinavia. The term "Scandinavia" refers to the Nordic countries of Denmark, Finland, Iceland, Norway, and Sweden. The Club commits fully to non-discriminatory practices.
- III.2. **Procedure.** Anyone wishing to become a member shall complete a membership application as determined by the Board and pay the required annual dues. Memberships will be reviewed and approved or denied by the Board of Directors or its designee.

III.3. **Membership categories:**

- a. "Full Members" pay annual dues and receive the right to vote, govern within the club, and may be elected to the Board of Directors. Full Members are listed in the Club directory, receive notification of Club events and newsletters, and may attend Club events at the discounted Member rates. To encourage the participation of families and children, Family memberships may be offered for full members at discounted rates.
- b. "Associate Members" pay discounted (or waived) annual dues, at the discretion of the Board of Directors. Associate Members are listed in the membership directory, receive notification of Club events and newsletters, and may attend Club events at the guest rate. Associate members may not vote or serve on the Board of Directors. The initial roster of Associate Members will be taken from the Club's contact list.

III.4. **Resignation and Termination.** The Board of Directors may suspend or terminate any Member's membership for any reason. Any Member is permitted to resign from the Club at any time. In either case, annual dues or a portion thereof will not be refunded.

ARTICLE IV BUSINESS MEETINGS

- IV.1. **Annual Meeting.** An annual meeting of the Members shall be held at a date and time to be determined by the Board of Directors for the purpose of choosing directors and officers, reviewing the Annual Report of the Club, and seeking input from the membership to determine the direction of the Club for the upcoming year.
- IV.2. **Special Meeting.** Special meetings may be called by the President or a simple majority of the Board of Directors. A special meeting may also be called by a petition signed by at least 5% of the Full Members.
- IV.3. **Meeting Notice.** Printed, electronic, or voice notification of the meeting shall be given to the membership at least one week prior to the scheduled meeting. Notice may include publication of notice in a regular newsletter distributed by the Club.
- IV.4. **Method of Attendance.** Any meeting of the Club may be held in person, virtually, telephonically, or a combination thereof, to allow as many Members as possible to participate.

- IV.5. **Voting.** All issues put to the membership shall be decided by a simple majority of the Full Members at the meeting in which the vote takes place. Only Full Members that are in good standing with dues paid in full are eligible to vote. Associate Members are invited to participate in all meetings but can not vote.
- IV.6. **Quorum.** A quorum for a meeting of the membership shall consist of at least 20% of Full Members.

ARTICLE V BOARD OF DIRECTORS

- V.1. **General Powers.** The affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have control of, and be responsible for, the management of the affairs and property of the Club.
- V.2. **Number, Qualifications and Tenure.** There shall be no less than five (5) and no more than eleven (11) Directors, who are elected at the Annual Meeting by the Full Members. Vacancies may be created from time to time by the Board of Directors. Directors must be regular members of the Club in good standing at the time of election. Directors shall immediately take office upon election. Directors serve a three-year term or until their successor is elected and qualifies. Directors may be elected and serve multiple terms.
- V.3. **Fiscal Responsibility.** The Board of Directors is responsible for the fiscal health of the Club, and shall seek approval from the membership in advance of an expenditure in the following circumstances:
- a. When the Board has an anticipated net deficit expenditure which will exceed \$500 for any specific event or activity, or
 - b. When the Board plans to expend more than \$1,000 from the Club funds for any single expense not related to a specific event or activity.
- V.4. **Regular Board Meetings.** The Board of Directors meet at least nine times a year. Meetings may be in person, virtually, telecom, or a combination thereof. Attendance by a Director through any of these mediums constitutes full attendance. Directors are expected to attend at least 75% of the Board meetings
- V.5. **Calendar and Agenda.** A calendar of regular Board meetings shall be established by the Board. The President shall propose a meeting agenda in advance of the Board meeting.
- V.6. **Special Board Meetings.** Special meetings of the Board of Directors may be called by the President or any two Directors. Printed, electronic, or voice notification of any special meeting of the Board of Directors shall be given to the Directors at least two (2) days in advance of the meeting. Any Director may waive notice of any meeting.

- V.7. **Quorum.** A majority of Directors at any meeting constitutes a quorum to transact business. If a quorum is not reached, the Directors present shall have the power to adjourn the meeting to a specific date without notice. The act of a majority of the Directors present at a meeting at which a quorum is declared shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.
- V.8. **Removal of Director.** A Director who is absent for an excessive number of unexcused Board meetings, or who fails to fulfill his or her duties as a Board member, may be removed from office at a regular or special meeting of the Board, by a vote of three-quarters of the Directors, if in their judgment the best interest of the Club would be served thereby. Written or electronic notice of the proposed removal must be provided to all Directors at least seven (7) days in advance of the proposed action.
- V.9. **Vacancies on Board.** Whenever a vacancy occurs on the Board such that the total number of Directors is fewer than six (6), the vacancy may be filled by approval of the majority of the remaining Board of Directors before the next Annual Meeting. Any Director may resign effective upon giving written notice to the Board of Directors. If the Club has fewer than five (5) Directors for more than one year, or has fewer than three (3) Directors at any time, the Directors shall poll the membership about whether the club should continue or be dissolved.
- V.10. **Compensation.** Members of the Board of Directors shall not receive any compensation for their services as Directors. If a Board member provides additional services to the Club, their compensation shall be determined in accordance with Article IX, Paragraph 4 (Conflicts of Interest) below.
- V.11. **Consent Actions.** Any action which may be taken at a meeting of the Directors may be taken without a meeting if it is consented to in writing and signed by two-thirds (2/3) of all Directors.
- V.12. **Confidentiality.** In the course of exercising their duties, Directors may gain personal knowledge of a sensitive or private nature about individual members. Directors shall not disclose such sensitive information without permission unless it is necessary in the furtherance of the Club's business.

ARTICLE VI OFFICERS

VI.1. **Officers.** Annually, the Board of Directors shall elect from among its members: a **President**, a **Secretary**, and a **Treasurer**. If a vacancy of any Officer position occurs during the year, the Directors shall appoint a replacement.

VI.2. **Duties of President.**

- a. The President shall preside at all Annual and Special meetings of the membership and all Regular and Special meetings of the Board of Directors. In the absence of the President, the Secretary shall preside. In the absence of the Secretary, the Board shall choose a substitute.
- b. The President shall be the chief executive officer of the club and shall have the power and duties usually vested in the office of the President, by law (including Ohio Revised Code Sec. 1745), or by these by-laws, or as prescribed from time to time by the Board of Directors.
- c. The President shall be an ex-officio member of all standing committees.
- d. The President shall prepare and submit an Annual Report of the operations of the Club annually to the membership.

VI.3. **Duties of Secretary.**

- a. The Secretary shall act as clerk at all Annual and Special meetings of the membership and all Regular and Special meetings of the Board of Directors and record all votes, attendance and minutes of such meetings. In the absence of the Secretary, the Board may choose a substitute to act as clerk.
- b. The Secretary shall be the custodian of and maintain the official records of the Club.
- c. The Secretary shall provide notice of meetings to the membership and Directors as required by these bylaws.
- d. If the office of the President becomes vacant, the Secretary shall act as temporary President until such time as another President is elected, and when so acting shall have all the powers of the office of the President.

VI.4. Duties of Treasurer

- a. The Treasurer shall have charge and custody of, and be responsible for, all funds of the Club, and deposit all such funds in the name of the Club in such banks or other depositories as shall be selected by the Board of Directors.
- b. The Treasurer shall receive and give receipt for monies due and payable to the Club from any source.
- c. The Treasurer shall disburse, or cause to be disbursed, the funds of the Club as may be directed by the Board of Directors.
- d. The Treasurer shall keep and maintain accurate records of the Club's financial accounts and business transactions, including accounts of its assets, liabilities, receipt, disbursements, gains and losses.
- e. The Treasurer shall prepare reports of the finances of the Club for each annual meeting of the members or at any other time upon request of the Board.
- f. The Treasurer shall assist in annual audits of the funds as determined by the Audit Committee.
- g. The Treasurer shall perform other duties as may generally be required by a Treasurer from time to time, including those required by operation of law, or as may be prescribed by the Board of Directors.

ARTICLE VII COMMITTEES AND VOLUNTEERS:

The Committees are **task-oriented** teams or individuals, made up of both Board Members and member volunteers. The volunteers who staff the committees are the operational heart of the Club. Without volunteers to staff these committees, the Club would fail in its purpose and mission.

VII.1. Standing Committees of the Board of Directors:

- a. Nominating Committee. The Nominating Committee shall consist of at least one Director and two Full Members, to be appointed by the Board of Directors, to serve for one year terms. It shall convene at least annually to seek and recommend nominations for the vacant Board seats. The Committee shall provide nomination recommendations to the Board ahead of their May Board meeting for approval.

- The Nominating Committee shall also be responsible for nominating persons to fill Board vacancies which occur between annual meetings. Nominations shall be sent in writing to the Board of Directors. Minutes of the nominating committee meetings shall be kept by a member of the committee, and approved minutes shall be sent to the Secretary for recordkeeping.
- b. Membership Committee. The Membership Committee shall consist of at least one Director and two Full Members, to be appointed by the Board of Directors, to serve for one-year terms. It shall convene at least annually to update and publish the Membership Directory and conduct membership drives. It shall ensure that dues are collected and paid, and welcome new members. Minutes of the membership committee meetings shall be kept by a member of the committee, and approved minutes shall be sent to the Secretary for recordkeeping.
 - c. Communications Committee. The Communications Committee shall consist of at least one Director and one or more Full or Associate member(s), to be appointed by the Board of Directors, to serve for one-year terms. It shall convene as needed to produce periodic newsletters and direct the use of social media and other communication methods of the Club, for the announcement of events and promotion of Club activities. The committee shall communicate regularly as needed, and at least annually, with the Board.
 - d. Audit Committee. Each year, the President shall appoint an audit committee of two Full or Associate Members, none of whom shall be members of the Board of Directors. This committee shall audit all accounts of the Club for the fiscal year ending June 30 and present its findings to the Board of directors within 45 days of the end of the fiscal year.
- VII. 2 **Other Committees and Volunteer Groups:** Any Full or Associate Member seeking to establish or join a committee, or volunteer to lead an activity may do so with the approval of the Board of Directors. Every committee or activity volunteer shall communicate regularly as needed, and at least annually, with the Board. Such committees may include, but are not limited to:
- a. Event committees to plan the major events of the Club, such as Midsommar, Hostfest, and Julfest; and the minor events such as happy hours, Saturday brunch and movie nights.
 - b. Special Interest groups or committees: Some members and guests may wish to pursue in more depth special interests or functions. The Board encourages Special Interest Groups that align with the purpose of the Club for its members and guests.

ARTICLE VIII BOOKS AND RECORDS

VIII.1. **Club Records.** The Club shall keep complete books and records (in paper or digital format) of the following:

- a. Minutes of all meetings of Directors, Membership and Nominating Committee minutes, and meetings of the membership. Minutes shall include the time and place of the meeting, names of those present, and proceedings thereof including any votes that were called and the results.
- b. Adequate and correct books and records of finances, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. Finalized copies of contracts for services, rentals and products purchased by the Club for its use.
- d. A record of its members, indicating their names and addresses, and class of membership held, and the termination date of any membership.
- e. A copy of the Club's articles of incorporation and bylaws as amended to date.
- f. Copies of the Club's annual reports.

VIII.2. **Records open to inspection.** Every Director has the right at any reasonable time to inspect and copy all books, records, and documents of every kind of the Club. Members will be provided copies of all records of the Club upon written request to the Secretary.

ARTICLE IX TAX EXEMPTION

IX.1. **Limitation on Activities.** Notwithstanding any other provision of these bylaws, this Club shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code.

IX.2. **Prohibition Against Private Benefit.** No part of the net earnings of this Club shall inure to the benefit of, or be distributable to, its members or Directors, or other private persons, except that the Club is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes.

- IX.3. **Dissolution and Distribution of Assets.** The Club cannot be dissolved as long as ten members wish it to be continued. In case of dissolution of the Club, its assets and property remaining after all liabilities are satisfied shall be distributed to a charitable American organization, chosen by popular vote at the time of dissolution.
- IX.4. **Conflicts of Interest.** It is the policy of the Club to avoid all conflicts of interest and prohibited activities which might endanger the Club's status as a non-profit social club under Ohio law or IRS rule 501(c)(7) or otherwise conflict with the Club's stated purposes. To that end:
- a. Directors must, to the greatest extent possible, avoid any business and personal conflicts with the Club.
 - b. Directors must disclose any business and personal conflicts with the Club to the Board of Directors, and recuse themselves from acting on business matters before the Club that affect those interests.
 - c. No Member shall sell goods or services to the Club unless:
 - i. The relationship between the Member and the business interest are fully disclosed to the Board of Directors, and
 - ii. The terms of service and compensation offered to the Member are no more advantageous than they would be for an unaffiliated service or product provider.

ARTICLE X AMENDMENTS

- X.1. **Periodic Review.** The Board of Directors shall undertake a review of these bylaws every five (5) years to ensure the bylaws are reflective of current Club practices and needs.
- X.2. **Adoption of Amendments.** These bylaws may be amended by a majority vote at any annual or special meeting of the Membership. Written or electronic notice setting forth the proposed amendment(s) shall be provided to the Membership at least one week in advance of the meeting.

These amended and restated bylaws were adopted by the Board of Directors on

_____ day of _____, 2022.

[NAME], Secretary

The Scandinavian Club of Columbus