

# Purpose and Bylaws



## **PREAMBLE**

The purposes for which the Danish Club of Washington, D.C., Incorporated is organized are charitable, cultural, educational, and fraternal; to preserve and foster Danish traditions and culture among its members; to promote fellowship with Danes, persons of Danish ancestry, and anyone interested in Danish culture, history, subjects, and events; to render financial and educational aid and assistance to Danes who have recently immigrated to the United States of America; to foster and promote cultural exchanges between the United States of America and Denmark; to provide a meeting place for its members; to receive gifts and grants of money and property of every kind and to administer the same for charitable, educational, civic, and philanthropic uses and to do everything necessary and proper for the accomplishment of these purposes.

## **BYLAWS**

### **ARTICLE I**

#### **THE CORPORATION**

**Section 1. NAME OF THE CORPORATION** — The Corporation shall be known as the Danish Club of Washington, D.C., Inc. It is referred to as the 'Club' or 'Corporation' in these Bylaws.

**Section 2. ADDRESS OF THE CORPORATION** — The principal office of the Corporation shall be located in the District of Columbia. The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not necessarily be, identical with the principal office in the District of Columbia.

### **ARTICLE II**

#### **THE BOARD OF DIRECTORS**

**Section 1. DUTIES OF THE BOARD OF DIRECTORS** — The Board of Directors shall carry out the purposes of the Corporation as stated in the Preamble. All activities and the properties of the Corporation shall be under the direction and supervision of the Board of Directors.

**Section 2. NUMBER OF THE BOARD OF DIRECTORS, TERM OF OFFICE, AND ELECTION** — The number of Directors shall be not less than seven or more than nine. Within these constraints, the number of Directors shall be determined from time to time by a majority of the Directors. Directors shall be elected at the Annual Meeting of the Club in accordance with Article V. The term of office shall be three years ending with the Annual Meeting. The Directors shall be divided into three groups as equal in number as possible. Each group whose terms expire in the same year shall be identified as the 'Class' of that year. A Director shall be a member of the Club eligible to hold office as defined in Article IV and a member in good standing for the previous three years. No two members of the same household may serve as Directors at the same time.

**Section 3. REMOVAL OR RESIGNATION OF DIRECTORS** — A Director may be removed from office for cause by such vote as would be necessary for election to office. In the event that a Director is absent from three consecutive meetings of the Board of Directors without giving prior notification to the Chairperson, the office shall be declared vacant. A Director may also resign. The membership shall be notified of any vacancy on the Board, for whatever reason, and given the opportunity to nominate and elect a candidate to fill the vacancy according to Article V. The vacancy shall be filled for the remaining term of office at the next Annual Meeting.

**Section 4. MEETINGS OF THE BOARD OF DIRECTORS** — Directors shall elect from among themselves a Chairperson and a Vice Chairperson who shall hold offices until their successors are elected and qualified. In addition to Directors, the President, Treasurer, and Secretary of the Club shall be ex-officio members of the Board of Directors. Minutes of the meetings shall be prepared and maintained by the Secretary according to Article III, Section 8. At any meeting, a secretary pro tempore may record the minutes but the Secretary shall be responsible for final preparation and maintenance of the minutes.

A quorum of the Board of Directors shall be a majority of all Directors and ex-officio officers that constitute the members of the Board. Such quorum shall be capable of transacting any business that may come before the meeting, except as provided elsewhere in these Bylaws. If less than a quorum is present, a plurality of members present may adjourn the meeting without further notice.

Regular meetings of the Board of Directors shall be held quarterly. A regular meeting shall be held within 40 days after the Annual Meeting. The Executive Committee shall be present at this meeting for the purpose of presentation and discussion of the proposed program and budget. The Executive Committee shall also be

present at the last regular meeting of the fiscal year for the purpose of closing out the year's business and planning for the Annual Meeting. Notice of regular meetings of the Board of Directors shall be given in writing at least two weeks in advance.

Special meetings of the Board of Directors may be called by the Chairperson, the President, or any four members. At the request of 25% of the voting membership, see Article IV, the Chairperson is required to call a special meeting of the Board of Directors

**Section 5. COMMITTEES APPOINTED BY THE BOARD OF DIRECTORS** — The Board of Directors shall appoint committees as required to carry out its functions. The chairperson of the committee shall be a board member and is responsible for documenting the purpose and responsibilities of the committee. Other appointed members of the committee shall be members in good standing in the Club. The Chairperson of the Board is an ex-officio member of all committees that report to the Board of Directors. All directors shall serve on one or more committees.

### ARTICLE III

#### THE EXECUTIVE COMMITTEE

**Section 1. DUTIES OF THE EXECUTIVE COMMITTEE** — The Executive Committee shall plan and carry out the general management and activities of the Club in accordance with the policies of the Board of Directors.

**Section 2. NUMBER AND TITLES OF OFFICERS ON THE EXECUTIVE COMMITTEE, TERM OF OFFICE, AND ELECTION** — The Executive Committee shall be comprised of the following seven officers: 1) President, 2) First Vice President, 3) Second Vice President, 4) Treasurer, 5) Assistant Treasurer, 6) Secretary, and 7) Assistant Secretary. Officers shall be elected at the Annual Meeting according to the procedures set forth in Article V of these Bylaws. The term of office shall be one year ending with the Annual Meeting. An Officer must be a member of the Club eligible to hold office as defined in Article IV.

No Officer shall be at the same time a Director on the Board of Directors. No two members of the same household shall serve as members of the Executive Committee at the same time.

**Section 3. REMOVAL OR RESIGNATION OF OFFICERS** — An Officer may be removed from office for cause by such vote as would be required for election to office. An Officer may also resign. In the event an Officer is absent from three consecutive meetings without giving prior notice to the President, the position shall be declared vacant. Vacancies, for whatever reason, shall be filled at the next Annual Meeting.

**Section 4. THE PRESIDENT** — It shall be the duty of the President to convene and preside over meetings of the Club and the Executive Committee. The President shall appoint committees in accordance with Section 11 of this Article, to assure that the duties and responsibilities of the Executive Committee are met in an expeditious manner.

**Section 5. THE VICE PRESIDENTS** — The Vice Presidents shall cooperate with and share in the performance of the duties of the President. In the absence of the President the ranking Vice President shall act in the role of that office. In the event of the vacancy of the office of President, the ranking Vice President shall assume the duties of that office until the next scheduled election of officers.

**Section 6. THE TREASURER** — It shall be the duty of the Treasurer to receive all Club funds and to deposit same in the bank in accordance with Article VI. The Treasurer shall keep a ledger or book of accounts and render a fiscal report on a regular basis as determined by the Board of Directors. Upon expiration of the term of office, any and all moneys, books, documents, papers and other properties belonging to the Club shall be surrendered to the successor. The Treasurer shall disburse the Club funds under the direction of the Board of Directors. The Treasurer may be bonded and the amount of said bond shall be established by the Board of

Directors. Books and financial records shall be reviewed and approved before the Annual Meeting by a committee of three, one appointed by the Board of Directors, and two elected by the voting members at the Annual Meeting.

**Section 7. THE ASSISTANT TREASURER** — The Assistant Treasurer shall cooperate with and share in the performance of the duties of the Treasurer and in the event of the Treasurer's absence, assume full responsibility for that office. The Assistant Treasurer may be bonded and the amount of said bond shall be established by the Board of Directors.

**Section 8. THE SECRETARY** — The Secretary shall prepare and maintain in binders the approved minutes of the Club, Executive Committee, and Board of Directors meetings and kept on hand at all meetings. The Secretary shall keep a current listing of members of the Club and this list must be on hand at meetings. The Secretary shall prepare and distribute correspondence pertaining to the Club and maintain and keep notes of Club activities, elections, membership applications, and general correspondence in an established filing system.

**Section 9. THE ASSISTANT SECRETARY** — The Assistant Secretary shall cooperate with and share in the performance of the duties of the Secretary and in case of the Secretary's absence, assume full responsibility for that office.

**Section 10. MEETINGS OF THE EXECUTIVE COMMITTEE** — Minutes of the meetings shall be prepared and maintained by the Secretary according to Section 8 above. At any meeting, a secretary pro tempore may record the minutes but the Secretary shall be responsible for final preparation and maintenance of the minutes.

A quorum of the Executive Committee shall be a majority of the members. If less than a quorum is present, a plurality of those officers present may adjourn the meeting without further notice.

Regular meetings of the Executive Committee shall be held as necessary for the Executive Committee to meet its obligations. The Chairperson of the Board of Directors shall be invited to these meetings. The Executive Committee shall meet within 21 days after the Annual Meeting for the purpose of preparing the proposed program and budget for the current fiscal year and a proposed program for the following year. The proposed programs and budget shall be presented at the next Board of Directors meeting for its approval in accordance with Article II, Section 4. The Executive Committee shall also be present at the last regular meeting of the Board for the fiscal year according to Article II, Section 4.

Notice of the regular meetings of the Executive Committee shall be given at least two weeks prior to the date of the meeting. Special meetings may be called by the President or any three of its members.

**Section 11. COMMITTEES APPOINTED BY THE EXECUTIVE COMMITTEE** — The President may appoint any committee to help the Executive Committee carry out its functions. The chairperson of such committee shall report to the Executive Committee. The President is an ex-officio member of all committees that report to the Executive Committee. Any member of the Club in good standing may chair or serve on such committee.

## **ARTICLE IV**

### **THE MEMBERS**

**Section 1. PERSONS ELIGIBLE FOR MEMBERSHIP** — Persons eligible for membership shall be individuals who are interested in furthering the purposes of the Club as stated in the Preamble.

**Section 2. CLASSIFICATION OF MEMBERSHIP** — Members shall be of three categories: Active, Life, and Honorary.

**ACTIVE MEMBERS** — Active members shall be those persons eligible for membership and desiring to participate in the affairs and activities of the Club who have been approved for membership, subject to criteria established by the Board of Directors, and who have paid their current annual dues to the Club. Each Active Member shall be entitled to one (1) vote on each matter submitted to a vote by the Club.

**LIFE MEMBERS** — Any Active or previously Active member recommended to the Board of Directors in writing by three Active members, subsequently nominated by the Board and then confirmed by plurality vote by a quorum of the voting membership at a meeting of the Club. A Life member shall be a person who has made special contributions to the welfare of the Club or who has advanced the purposes for which it was organized. Life members shall have all the privileges of an Active member and are exempt from annual dues.

**HONORARY MEMBERS** — Any person so designated by a plurality vote of the Board of Directors. Honorary members may consist of any persons who represent Denmark in an official capacity (i.e., Ambassador, Pastor, etc.) and membership shall be good only for the length of time of that representation. An Honorary Member may enjoy the social privileges of the Club, but may not vote or hold elective office.

Only Active and Life members shall be eligible to vote, hold elective office in the Club, or serve on committees appointed by the President or Board of Directors. The member must be in good standing in the Club, neither delinquent in dues nor suspended from the Club. In addition, a nominee for office must have been a member in good standing for the duration of the immediate year prior to election to office.

**Section 3. TERMINATION OF MEMBERSHIP** — The Board of Directors, by a two-thirds vote of all members, may suspend or expel an Active or Honorary member for cause after the member has had an appropriate hearing.

**Section 4. MEETINGS OF THE CLUB** — Meetings of the Club shall be conducted in accordance with Robert's Rules of Order. Minutes of the proceedings shall be prepared and maintained by the Secretary. At any meeting, a secretary pro tempore may record the minutes but the Secretary shall be responsible for final preparation and maintenance of the minutes.

A quorum shall consist of 15% of the voting members, as defined in Section 2 of this Article, represented in person or by written proxy and capable of transacting all business properly presented at the meeting.

Notice of the Annual Meeting or any regular or special meeting of the Club shall be given in writing and shall specify the place, date, hour, and the proposed items of business to be considered at the meeting. Such notice shall include a proxy form and be sent to the voting membership not less than two weeks prior to the meeting. If the member chooses to be represented by proxy, the form must be properly completed, signed, and received prior to the day of the meeting.

The Annual Meeting shall be held the last week of February or as soon thereafter as reasonable in the Washington, D.C. area. Directors and Officers shall be elected at this Annual Meeting. The order of business and agenda shall be determined by the Board of Directors.

Special meetings may be called by the Chairperson of the Board with a plurality of the members or at the request of 25% of the voting membership.

## **ARTICLE V**

### **VOTING**

**Section 1. ELECTION OF DIRECTORS AND OFFICERS** — Voting for Directors and Officers shall be conducted by mail and/or secret ballot following the rules set forth in Section 3 of this Article.

Vacant seats on the Board of Directors shall be filled in sequence by those receiving the most votes. First, full term seats shall be filled, then partial terms of two years followed by partial terms of one year.

An incumbent Director or Officer who runs for election to another office in the Club has thereby automatically resigned from the held office effective no later than the date of the Annual Meeting.

The Board shall appoint a Nominating Committee. This committee shall through various means, solicit nominees from the voting Membership. Each member eligible to vote shall be mailed a nomination form listing the positions to be filled by election. Thereby, each member shall be given the opportunity to nominate any eligible member for office with the written consent of the nominee. After all nominations have been received, a short biographical sketch of each nominee shall be made available to the voting membership.

**Section 2. PROXIES** — At any meeting of the Club, any member eligible to vote may vote by proxy according to Article IV, Section 4. Proxies may be exercised for votes on all matters of business brought to vote at the meeting. They shall not be used for a vote of elective office, which shall be conducted as described in Section 3 of this Article. Proxies must be recorded with the Secretary or other designated official the day prior to the meeting being convened. If not so recorded, proxies may not be exercised for votes at the meeting. Proxies may name a Director, Officer, or any other voting member as Proxy. If the member named as Proxy is not present at the meeting, then the proxy is void.

**Section 3. VOTING BY MAIL** — The following rules shall be observed with the conduct of elections by mail:

- a. Each member eligible to vote as defined in Article IV, shall be supplied with a ballot and a return envelope.
- b. The return envelope shall clearly state the word "VOTE" and the control number of the person to whom it has been mailed. The return envelope shall be addressed to the Secretary and signed by the member before being returned.
- c. The ballot must not in any way indicate the name of the member voting. The ballot shall state the name of each nominee. Each nominee shall be a member eligible to hold that elective office as defined in the Bylaws and nomination may only be made by another member eligible to vote.
- d. The ballot shall be returned to the Secretary.
- e. A ballot box shall remain open until one hour after the meeting is convened. Members may cast their votes up to and during that time.
- f. Before opening the envelopes, they shall be checked against the membership list. Only votes from members eligible to vote shall be counted.
- g. The envelopes shall then be opened and the ballots removed. The votes shall be counted under the supervision of two voting members, appointed by the Board of Directors, who are neither a Director nor Officer of the Club nor candidates for office.
- h. The results shall be announced immediately.
- i. In the case of an election tie, those voting members present at the Annual Meeting shall decide the winner by secret written ballot.

## ARTICLE VI

### FINANCIAL AFFAIRS

**Section 1. FISCAL YEAR** — The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 2. DUES** — The Board of Directors shall determine the amount of the annual dues payable to the Club by its members. Dues shall be payable in advance by the first day of January. Dues not paid by then shall be considered delinquent. Members who remain delinquent in dues shall not be eligible to hold elective office or vote in Club elections in accordance with Article IV, nor receive a ballot in the mail.

**Section 3. OPERATING FUND** — Annual dues and surplus revenue from normal activities shall constitute the Operating Fund. Normal activities are those events and social gatherings sponsored by the Club for the

pleasure and benefit of the members; they are not fundraising activities such as a bazaar. The general management and operation of the Club shall be financed from the Operating Fund. An annual budget for Operating Fund expenditures and revenues and other expected expenses and revenues shall be submitted by the Executive Committee to the Board of Directors at the first board meeting after the Annual Meeting. The Board of Directors may approve of additions to the Operating Fund from other Club funds.

**Section 4. CONTRACTS** — Except for contracts related to normal activities and financed from the operating fund, the Executive Committee may not enter into any contract without the prior approval of the Board of Directors.

No contract in excess of \$10,000 shall be entered into by the Board of Directors without the plurality consent of the voting membership. Notwithstanding, the Board of Directors is authorized to exceed this limit to meet an urgent or emergency situation which threatens the integrity or well being of the Club or its members.

**Section 5. Monetary Accounts** — The Treasurer, President, and Chairperson of the Board of Directors shall have access to and signature authority over monetary accounts of the Club. The Board of Directors may empower other members of the Club, eligible to hold office as defined in Article IV, with access to and signature authority over selected monetary accounts to ensure prudent and responsible management of Club finances. The Board of Directors may also deny access and remove the signature authority of any individual to any account when deemed in the best interest of the Club to do so. Normally, the Treasurer shall manage the monetary accounts of the Club and authorize any payment or transfer of funds from those accounts.

**Section 6. DEPOSITS** — All funds of the Club shall be deposited in such bank, trust company, or other depository as the Board of Directors may approve.

**Section 7. SPECIAL FUNDS** — The Board of Directors may determine by resolution that certain funds of the Club shall be set aside for special corporate purposes. No withdrawals can be made from such funds unless approved by the Board of Directors.

**Section 8. DISSOLUTION OF THE CLUB** — In case of dissolution of the Club, all funds, properties and other assets shall be disposed of and donated to charities of the voting members' choice in accordance with the purposes of the Club as set forth in the Preamble of these Bylaws. Such actions must also be in accordance with the laws of The District of Columbia in which the Club is incorporated.

## **ARTICLE VII**

### **AMENDMENTS TO THE BYLAWS**

**Section 1. AMENDMENTS** — The Board of Directors or 10% of the voting membership as defined in Article IV, may propose amendments to these Bylaws. Such proposed amendments shall be submitted to the voting membership at the Annual Meeting for the purpose of approving, modifying, or rejecting the proposal. Proposed amendments must be mailed to the voting membership at least two weeks prior to the meeting in order to be brought to vote at the meeting. The Board of Directors shall state their plurality position on each proposed amendment and reason for that position. Approval shall require a plurality vote of a quorum present at the meeting.