

BYLAWS

OF

SKANDIA FOLKDANCE SOCIETY

Original 1 January 1971

Revised December, 2002

Revised, December, 2009

Revised, December 2012 (variable Board)

Revised, December 2013 (household & group membership)

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Article I - Name and Offices

Section 1. Name. The name of this organization shall be "SKANDIA FOLKDANCE SOCIETY."

Section 2. Offices. The principal office of this organization shall be in the City of Seattle, County of King, State of Washington. The organization may also have offices at such other places as the purposes of the organization may require.

Article II - Status and Purposes

Section 1. Non-profit status. Skandia Folkdance Society shall be a non-profit educational and cultural society formed under the laws of the State of Washington. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its objects and purposes as herein set forth.

Section 2. Objects and purposes. The primary objective and purpose of Skandia Folkdance Society shall be to document and preserve the traditional dances and music of the Nordic lands (namely, Denmark, Finland, Iceland, Norway, and Sweden); to conduct educational programs and activities that will promulgate knowledge of and promote interest in these art forms; to provide competent instruction in traditional Nordic dancing; and to foster the use of authentic Nordic music, both live and recorded, in all Society activities.

Article III - Membership

Section 1. Qualifications. Membership in Skandia Folkdance Society shall be open to all persons of good character, regardless of the following real or perceived characteristics: race, creed, color, religion, ancestry, national origin, economic status, gender, sexual orientation, gender identity, marital status, physical appearance, or mental, physical or sensory disability. Member interests must be compatible with the organization's purposes, and members must pay prescribed dues.

Section 2. Dues-paying memberships. There shall be the following classifications:

- a. *Regular membership*, which shall be granted upon payment of prescribed dues. Each regular member shall have one vote on all matters coming before the membership, and shall be entitled to such rights and privileges as may be determined by the Board of Trustees or the members of the Society.
- b. *Student membership* shall be available to all high school and full-time college students 23 years old or younger. Presentation of a student body identification card and payment of dues as established by the Board of Trustees shall be required to qualify for this classification. Student members shall be accorded all of the rights accruing to regular members.
- c. *Shared household membership* shall be available to members of a household sharing the same physical address (not a PO Box). The Board of Trustees shall determine any other qualifying conditions required to manage shared household memberships. Shared household members shall be accorded all the rights accruing to regular members.

- d. *Group membership* may be available to the dues paying membership of other legitimate associations or organizations compatible with the Skandia Folkdance Society. The Board of Trustees shall solely determine the eligibility of a proposed association or organization and the resulting membership conditions under this category. Group members shall be accorded all the rights accruing to regular members.

Section 3. Non-dues-paying memberships. There shall be the following classifications:

- a. *Honorary life membership*, which may be conferred upon any Skandia Folkdance Society member of at least ten years' cumulative standing, who has performed continual or extraordinary service to the Society, as determined and voted upon by the Board of Trustees. Board meeting minutes shall state the qualifications of the member for said award. No more than two honorary life memberships may be conferred for any one-year period. Each honorary life member shall have the right to vote, but shall be exempt from payment of annual dues and regular class fees. This exemption does not apply to special workshops, such as the Skandia Ball, Vinterdansen, and Springdans Northwest. For such events, honorary life members must pay all applicable fees.
- b. *Special honorary membership*, which may be conferred by the Board of Trustees upon a resource person from any one of the Nordic lands, in recognition of services rendered to Skandia Folkdance Society in furthering the cause of traditional Scandinavian dancing and music. Special honorary members do not have voting privileges, but are exempt from paying dues, tuition, or any Society assessments.

Section 4. Dues. The dues for membership in Skandia Folkdance Society shall be as determined by the Board of Trustees. Changes in dues rates shall take effect January 1, following Board approval of the change.

Section 5. Termination of membership. An individual's membership in Skandia Folkdance Society may be terminated for the following causes:

- a. *Non-payment of dues.* Membership in the Society automatically terminates upon non-payment of prescribed dues.
- b. *Resignation.* Any member may resign from the Society by delivering a written resignation to the Board of Trustees.
- c. *Involuntary termination of membership.* An individual's membership in the Society may be terminated by a two-thirds vote of the Board of Trustees, for continual disruptive or obnoxious behavior at Society functions or for proof of theft of property belonging to the Society or to its members or guests.

Section 6. Rights. When a membership in the Society terminates for any cause, all rights and interests thereunder revert to Skandia Folkdance Society. In the event of dissolution of the Society, no member shall be entitled to share in the distribution of the corporate assets thereof.

Section 7. Grievances. The Board of Trustees shall be the arbiter of disputes and grievances affecting this organization, which may arise between members.

Article IV - Meetings and Other Functions

Section 1. Annual meetings. An annual meeting of the members of Skandia Folkdance Society shall be held for the purpose of electing trustees and for the transaction of such other business as may properly come before the meeting. Said annual meeting shall occur in December of each

year. Notice of the time, place, and purpose of the annual meeting shall be announced to each voting member in good standing in the October newsletter.

Section 2. Special meetings. Special meetings of the members may be called at any time by the president or by any other two trustees and must be called by the president or other member of the Board upon receipt of the written petition of at least twenty-five (25) of the voting members in good standing. Notice of a special meeting, stating the time, place, and purpose thereof, shall be served, either personally or by mail, to voting members in good standing, no less than five (5) days nor more than sixty (60) days before said meeting.

Section 3. Quorum. At annual or special meetings of the members of Skandia Folkdance Society, the presence in person of no less than ten percent (10%) of the voting members of the Society shall be necessary to constitute a quorum for all purposes except as otherwise provided by law.

Section 4. Parliamentary procedure. Robert's Rules of Order (revised) shall govern the parliamentary procedure in all annual and special meetings of Skandia Folkdance Society.

Section 5. Educational meetings. Between October 1 and June 30, Skandia Folkdance Society shall hold at least one instructional or educational class per month, directly related to the field of traditional Nordic dance, music, and folklore, as prescribed in Article II, Section 2, stating the purpose of this organization.

Section 6. Other regular meetings. Skandia Folkdance Society shall hold, insofar as is practicable, regular non-business meetings in the form of folkdance or instructional sessions at least once a month throughout the year.

Section 7. Special functions and activities. Skandia Folkdance Society may engage in other activities that are compatible with the status and purposes of this organization under the following conditions:

- a. *Curricular activities* such as dance instruction not directly related to the field of traditional Nordic dance, music, and folklore, may be sponsored by the Society if not held more frequently than once per quarter.
- b. *Non-curricular activities*, such as concerts, lectures, excursions, dinners, etc., not directly related to the field of Nordic folklore, may be held under the Society's sponsorship as often as deemed feasible by the Board of Trustees.

Section 8. Attendance. Participation in Skandia Folkdance Society functions is limited to Society members and guests of members.

Article V - Board of Trustees

Section 1. Authority. Stewardship of the educational and cultural operations and the management and administration of the operational and financial affairs of Skandia Folkdance Society shall be vested in a Board of Trustees, charged with the responsibility for seeing that the Society's status as described in Article II, Section 1, is adhered to in all respects.

Section 2. Number. The Board of Trustees shall consist of no fewer than seven and no more than nine members.

Section 3. Qualifications. A trustee must be a voting member of Skandia Folkdance Society in good standing for at least one year prior to taking office or an honorary life member of the Society.

Section 4. Selection. Trustees shall be elected by the voting members of Skandia Folkdance Society. Typically, between 3 and 6 trustees will be elected annually for two-year terms, in accordance with the procedure set forth in Article VIII.

Section 5. Tenure. Term of office for all elected trustees shall normally be two years, effective January 1, following certification by the election committee of their election at the annual meeting of the Society. No member of the Board shall be eligible for election for more than two full consecutive terms, but following a one-year hiatus shall be eligible to serve as trustee again.

Section 6. Annual election meeting. Following the close of the annual meeting of the Society, the new Board of Trustees shall convene to elect from its ranks the officers of the Society for the coming year, in accordance with the procedure set forth in Article VI, Section 2.

Section 7. Regular meetings. The Board of Trustees shall meet officially no less frequently than once a quarter, on dates determined by the Board.

Section 8. Other meetings. Special meetings of the Board of Trustees may be called by the president at any time deemed necessary, and must be called upon the written request of any trustee. Notice of such special meeting, stating the time, place, and purpose thereof, shall be served to each trustee at least one week before said meeting except in case of emergency, when e-mail or telephone notice may be given no less than one day before said meeting.

Section 9. Quorum. At meetings of the Board of Trustees, five (5) trustees shall constitute a quorum, except at meetings to elect officers, where seven (7) trustees shall constitute a quorum, or when voting by e-mail, which, according to Washington State law, requires the vote of all trustees eligible to vote. The president initiates the e-mail voting process and documents the results in the minutes of the next Board meeting. Absent a unanimous e-mail vote, the Board must meet subsequently to discuss the issue and next steps.

Section 10. Parliamentary procedure. Robert's Rules of Order (revised) shall govern the parliamentary procedure in all regular and special meetings of the Board of Trustees.

Section 11. Powers. All the corporate powers of Skandia Folkdance Society except such as are otherwise provided for in these Bylaws and in the laws of the State of Washington, shall be and are hereby vested in and shall be exercised by the Board of Trustees. The Board may vote to delegate to committees of its own membership such powers as it may see fit.

Section 12. Duties. All actions of the Board, such as policy decisions, setting of tuition and fees, and other matters of substance that are not specifically prescribed in the Bylaws, shall be duly recorded in Board meeting minutes and made known to the general membership in the most practicable manner.

The Board shall form committees as needed, including:

- a. The organization's standing committees (e.g., Dance, Music, and Events Committees).
- b. As-needed ad hoc committees (e.g., Midsommarfest Committee).

The Board shall keep on file minutes of the annual meeting, along with a roster listing current members and a financial report. The financial report, verified by the president and treasurer or by a majority of trustees, shall include the:

- whole amount of real and personal property owned by Skandia Folkdance Society, where located, and where and how invested;
- amount and nature of the property acquired during the year immediately preceding the date of the report, and the manner of the acquisition;

- amount applied, appropriated, or expended during the year immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made.

Section 13. Compensation. Trustees of Skandia Folkdance Society shall not receive any stated salary for their services as such. The Board of Trustees shall have the authority to contract for and to pay to trustees rendering services to the organization special compensation appropriate to the value of such services.

Section 14. Resignation. Any trustee may resign at any time by giving written notice of resignation to the Board of Trustees.

Section 15. Removal by the Board of Trustees. A trustee may be removed from the Board by the affirmative vote of two-thirds of all the trustees, either present or by proxy, at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of Skandia Folkdance Society, for lack of sympathy with its objects or for refusal to render reasonable assistance in carrying out its purposes. Any trustee proposed to be removed shall be entitled to at least ten (10) days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting. If a trustee fails to attend three consecutive meetings of the Board of Trustees without explicit excusal by the Board, this shall in itself be considered sufficient cause for removal from the Board.

Section 16. Removal by the membership. Request for removal of a trustee may be made by written petition signed by no less than fifteen percent (15%) of the voting membership submitted to the Board of Trustees. Upon receipt of such petition, the Board shall be required to call a special election within one month for the purpose of voting on the removal request. An affirmative vote by a majority of all the voting members voting in person or by proxy shall be sufficient for trustee removal.

Section 17. Vacancies. Vacant trustee positions shall be filled through appointment by majority vote of all remaining trustees, either present or by proxy, at a regular or special meeting of the Board called for the purpose. Such appointees shall serve out the unexpired term of the person replaced. Such appointees shall become eligible for election as regular elected members of the Board at the annual meeting at which the vacated position would normally be open for election. Said appointees, if elected, shall be considered new members of the Board of Trustees, subject to the two-term limitation rule defined in Section 5 of this article.

Article VI - Officers

Section 1. Number. The officers of Skandia Folkdance Society shall be: president, vice-president, secretary, and treasurer.

Section 2. Selection. The officers of Skandia Folkdance Society shall be selected by majority vote through secret ballot of the Board of Trustees, from within the membership of the Board. If there is only one nominee for any office or position, the nominee shall be declared elected with no ballot required.

Section 3. Tenure. The term of office shall normally be one year. In cases of filled vacancies, the officer named shall serve the remainder of the unexpired term.

Section 4. President. The president shall be the presiding officer at all meetings of the general membership and the Board of Trustees and shall perform all duties incident to the office of president. He or she shall, with the advice and consent of the Board, name all committees,

appoint their chairmen, have power of dismissal of the chairmen and members of such committees, and fill all vacancies as they occur.

Section 5. Vice-president. The vice-president shall perform the duties of the president in the event of the president's termination of office for any reason, prior to the naming of a new president by the Board of Trustees; during any absence of the president for a period of thirty (30) days or more; or during the absence of the president at any Society meeting requiring his or her presence.

Section 6. Secretary. The secretary shall have charge of such books, documents, and papers as the Board of Trustees may determine. He or she shall attend and keep the minutes of all meetings of the membership as well as of the Board of Trustees. The secretary shall schedule meetings, prepare meeting agendas, and ensure that trustees have a current membership listing.

Section 7. Treasurer and Assistant Treasurer

Treasurer. The treasurer shall have the custody of funds, property, and securities of Skandia Folkdance Society, subject to such regulations as may be imposed by the Board of Trustees. The treasurer may, when necessary or proper, endorse on behalf of the organization for collection, checks, notes, and other obligations, and shall deposit same to the credit of Skandia Folkdance Society at such bank or banks or depository as the Board of Trustees may designate. Together with such other officer or officers as may be designated by the Board, he or she shall sign receipts and vouchers, Society checks, bills of exchange, and promissory notes, except in cases where the signing and executions thereof shall be expressly designated by the Board or by the Bylaws to some other officer or agent of the Society.

The treasurer shall make necessary, proper payments on behalf of the Society, entering transactions on the Society's records in a timely manner. The treasurer shall keep a full and accurate account of all monies and obligations received and paid or incurred on account of the Society, and shall exhibit such books at all reasonable times to any Trustee or bonafide members of Skandia Folkdance Society upon application to the Board of Trustees.

He or she shall prepare an annual financial report for submission to the membership at the annual meeting, and shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Trustees. At the discretion of the Board of Trustees, the treasurer may be bonded for faithful performance of his or her duties, in an amount determined by the Board.

Assistant treasurer. At its discretion, the Board of Trustees may designate a Society member as assistant treasurer. Working under supervision of the treasurer, the assistant treasurer will be authorized to issue checks in payment of Society obligations. The assistant treasurer need not be an elected member of the Board of Trustees, but if not, then shall have no vote on matters coming before the Board, even in the absence of the treasurer or a vacancy in the office of treasurer. The term of office of the assistant treasurer, if one is appointed, will expire on December 31 of that same year, regardless of the date of appointment. There shall be no limit on the number of terms which an assistant treasurer may serve. The office of assistant treasurer may be terminated at any time by the Board of Trustees.

Section 8. Resignation. An officer may resign from office at any time by giving written notice of such resignation, stating the reasons for same, to the Board of Trustees.

Section 9. Removal. Officers may be removed from the Board by the affirmative vote of two-thirds of all trustees at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of Skandia Folkdance Society, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any trustee proposed to be removed shall be entitled to at least ten (10)

days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon, and shall be entitled to appear before and be heard by the Board at such meeting.

Section 10. Vacancies. Vacant offices of Skandia Folkdance Society shall be filled by the Board of Trustees at the next meeting of the Board following the date of such vacancy.

Section 11. Transfer of duties. In the event that an officer fails to carry out prescribed duties for a period of two months or more, such duties and the powers inherent therein shall devolve upon the Board of Trustees.

Article VII - Ombudsman

Section 1. Initiation of office. By written petition of twenty-five (25) or more voting members of Skandia Folkdance Society, on or before each year's annual meeting, or by affirmative vote of the majority of voting members present and voting at said meeting, an ombudsman position may be created for the ensuing year.

Section 2. Qualifications. The ombudsman shall be a voting member of Skandia Folkdance Society in good standing for at least three (3) years prior to taking office. He or she may not be concurrently a member of the Board of Trustees.

Section 3. Selection. If the position of ombudsman is created, candidates for the position shall be nominated and elected in the same manner as that prescribed for trustees in Article V, Section 4.

Section 4. Tenure. Term of office for the ombudsman shall be one year, with no limitation as to number of successive terms.

Section 5. Duties. The ombudsman shall represent the interests of members of Skandia Folkdance Society by conveying their suggestions and grievances to the Board of Trustees.

Section 6. Privileged information. All communication between the ombudsman and a Society member shall be deemed confidential, and shall not be disclosed to anyone without the knowledge and consent of said member. The ombudsman shall not be required to disclose the source of any grievances.

Section 7. Resignation. The Ombudsman may resign at any time by giving written notice of such resignation to the Board of Trustees.

Section 8. Removal. The ombudsman may be removed from his or her position only through vote by the membership, and not by the Board of Trustees. The procedure shall be that as prescribed for trustees in Article V, Section 16.

Section 9. Vacancy. In the event of removal of the ombudsman or permanent termination of service by the ombudsman for any reason, the membership has the option to nominate and elect a new ombudsman. If the position is to be filled again, the provisions of Section 3 of this article shall prevail.

Article VIII - Elections

Section 1. Frequency. Regular elections shall be held at the annual meeting of Skandia Folkdance Society in accordance with the procedure set forth in Article IV, Section 1.

Section 2. Eligibility. Voting eligibility shall be limited to voting members of Skandia Folkdance Society in good standing, as verified by the Society's records.

Section 3. Absentee ballot. Voting members of Skandia Folkdance Society shall have the right of absentee vote, by requesting, either in person or in writing, an absentee ballot from the election committee no less than one week before the date of the election. The completed, signed, and dated absentee ballot shall be delivered to the Society's principal mailing address, and must be received by the election committee before the ballot box is closed at the election meeting, if it is to be counted.

Section 4. Election committee. An election committee, consisting of one member of the Board of Trustees not currently up for re-election, plus two voting members of the Society who are neither trustees nor nominees, shall be appointed by the Board of Trustees in time to be announced in the September newsletter. The election committee shall name its own chairman. It shall notify all voting members of the Society in the October newsletter of the nominating procedure. The election committee shall have the following authority and duties:

- a. Drafting an initial slate of nominees;
- b. Jurisdiction over nominations;
- c. Preparation and distribution of ballots;
- d. Supervision of the voting, including maintenance of one-vote-per-member control procedure;
- e. Right of arbitration in the event of disputes over voting eligibility;
- f. Counting of ballots; and
- g. Certification of election results.

Section 5. Trustee nomination procedure. The procedure for nominating candidates for positions on the Board of Trustees shall be as follows:

- a. *An initial slate of nominees*, of no fewer than the number of positions to be filled, shall be prepared by the election committee and published in the October newsletter.
- b. A *nomination box* shall be prepared by the election committee and placed in a conspicuous place at all Society functions during the month of October to receive written nominations from the membership.
- c. *Open nominations*. Any voting member in good standing may nominate as many candidates as there are positions to be filled, provided all nominees are voting members of the Society in good standing. Nominating slips must be signed by the nominating member or members.
- d. *Nominating eligibility*. All candidates receiving nominations from two or more voting members shall be considered valid nominees for the forthcoming election.
- e. *Closing of nominations*. All nominations must be received by the end of the Society function held before the deadline for the December newsletter, at which time the nomination box shall be closed.
- f. *Acquisition of Nominations*. The election committee shall acquire the nomination slips for validation and preparation of the election ballot.

Section 6. Trustee election procedure. The procedure for election of trustees shall be as follows:

- a. *Ballot*. The election committee shall prepare an official ballot on which shall appear the name of each person appearing on the slate of nominees.

- b. *Distribution of ballots.* The election committee shall provide a ballot to each voting member of the Society in good standing in the December newsletter.
- c. *Right of nominee to address annual meeting.* Each nominee shall have the right to address the members of the Society at the annual meeting, prior to the casting of the ballot. The president may prescribe reasonable time limits for such appearances.
- d. *Casting of ballots.* The ballot box shall be open for casting of ballots by Society members during the annual meeting, and at times prior to the annual meeting as determined by the Board of Trustees or recommended by the election committee. Mail-in ballots received before the date of the annual meeting shall be placed in the ballot box by a member of the election committee.
- e. *Closing of the ballot box and counting of ballots.* The ballot box shall be closed no sooner than thirty (30) minutes after the conclusion of the nominees' address at the annual meeting, such time to be announced by the president. Upon the close of the election, the election committee shall certify—and the president shall announce to the membership—the results of the voting.

Section 7. Voting on issues and amendments. The procedure for voting on issues that may come before membership shall be essentially the same as that for the election of trustees, with voting members given the right to speak on same, and with ballots prepared, distributed, and cast in accordance with Section 6 of this article.

The procedure for voting on amendments shall be as set forth in Article XI.

Section 8. Provision for recount. Upon petition of ten (10) voting members of the Society following announced results of an election, a recount committee consisting of the president, the chairman of the election committee, and one of the petitioners, shall recount the ballots and report results of the recount to the membership. If the results differ from the announced results of the election committee, the candidates whose election is in question shall not assume office until the carry-over trustees and the newly-elected and confirmed trustees investigate and determine the proper outcome of the disputed race or races.

Section 9. Summary of election timeline:

<i>Activities:</i>	<i>Completion timeframe:</i>
Election committee formed.	By the deadline of the September newsletter.
Election committee prepares notice of the date and time of the annual meeting and the nomination period for publication in the newsletter, and submits an initial slate of candidates.	By the deadline of the October newsletter.
Create annual meeting notice and candidate biographies.	By the deadline of the November newsletter.
Publish ballot.	In the December newsletter.
Mail-in ballots to be received.	By the December annual meeting.
Presentation of candidates, voting, and counting.	At the December annual meeting.

Article IX - Finances

Section 1. Fiscal year. The fiscal year of Skandia Folkdance Society shall be established by the Board of Trustees and shall be in compliance with any Federal and local laws and regulations.

Section 2. Dues. The dues for membership in Skandia Folkdance Society shall be as prescribed in Article III, Section 4.

Section 3. Other levies. Tuition fees and other assessments for Skandia Folkdance Society activities shall be determined and voted upon by the Board of Trustees and recorded in Board minutes.

Section 4. Handling of funds. All Society funds except those necessary for petty cash (Section 5, below) shall be kept in established bank accounts with proper safeguards and provision for deposit and withdrawal. Only the president, treasurer or assistant treasurer shall be permitted to withdraw Society funds. Any withdrawals of Society funds of \$1,000 or more must be signed by the president and either the treasurer or assistant treasurer. No payee or member of the payee's household may also be a signor on any instrument issued from the Society's funds. In the event that the president or member of the president's household is the recipient of a payment of \$1,000 or greater, the vice-president is authorized to be the second signor.

Any person other than the treasurer receiving money due Skandia Folkdance Society shall handle such funds only under supervision of the treasurer, and shall deliver all receipts to the treasurer or to a depository selected by the treasurer.

Section 5. Petty cash. The treasurer shall be permitted to maintain a petty cash fund not exceeding two hundred dollars (\$200.00). Said fund, or portion thereof, shall be entrusted to a cashier or cashiers for the purpose of making change. The cashier(s) shall be required to turn over to the treasurer, in a timely manner, all money collected, along with a dated statement of receipts.

Section 6. Working funds. If the Board of Trustees votes to authorize a committee to have a working fund, the treasurer shall issue monies to the committee chairman. The committee chairman shall keep financial records as directed by the treasurer, including a detailed quarterly report of all receipts and expenditures. As expenditures are made from a working fund, and suitable receipts or vouchers presented for same, the fund shall be replenished by the treasurer.

Section 7. Contracts. The Board of Trustees may vote to authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Skandia Folkdance Society, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Trustees, no member, officer, agent, or employee of Skandia Folkdance Society shall have any power or authority to bind the Society by any contract or engagement to pledge its credit, or render it liable pecuniarily for any purpose or to any amount. Any trustee of Skandia Folkdance Society who may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Society may, when so formally authorized, freely make contracts, enter transactions, or otherwise act for and on behalf of the Society, notwithstanding that they may also be acting as individuals or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of Skandia Folkdance Society in a matter in which the trustees are personally interested as stockholders, directors, or otherwise, shall be at arm's length and not violative of the prescriptions in the Articles of Incorporation and in these Bylaws against the Society's use or application of its funds for private benefit.

Section 8. Expenditures. All expenditures are subject to approval by the Board of Trustees. Expenditures must be documented by the treasurer and paid only by check.

Section 9. Compensation for service. The Board of Trustees shall have the power to contract for services that support the organization's purposes and to pay Society members or other persons rendering such services to Skandia Folkdance Society. Compensation shall be reasonable and appropriate to the value of such services.

Section 10. Prohibition against sharing in corporate earnings. No member, trustee, officer, employee or person connected with Skandia Folkdance Society shall receive net earnings or pecuniary profit from the operations of the organization, nor are they entitled to share in the distribution of any corporate assets upon its dissolution. This does not, however, prevent payment of reasonable compensation for services rendered to or for the organization in effecting any of its purposes as authorized by the Board of Trustees.

Section 11. Annual financial report. An annual financial report shall be prepared and submitted to the members at the annual meeting of the Society by the treasurer. The members shall have the right to accept or reject the report. Should it be rejected as presented, the members shall immediately elect a special audit committee of from three to five persons, whose duty it shall be to audit the Society's books and records, and render its own financial report to the members at a subsequent meeting to be called within two weeks after completion of the report.

Section 12. Annual audit. Within three (3) months of the end of the Society's fiscal year, a committee comprised of the president, or vice-president in the event of non-availability of the president, one other member of the Board of Trustees who is not an officer, and one non-trustee from the membership shall conduct an internal audit of the Society's financial records for the fiscal year just completed. The scope and detail of the audit shall be at the discretion of the committee. At the completion of the audit, the committee shall issue a statement either accepting or rejecting the accounting. If the committee rejects the accounting, the treasurer shall have thirty (30) days to cure the cause of the rejection. Failure to cure the cause of the rejection shall result in the matter being brought before the Board of Trustees for consideration and whatever action it may deem appropriate.

Article X - Dissolution

Section 1. Cause. In the event that Skandia Folkdance Society should cease to hold at least one instructional or educational class per month between October 1 and June 30, and at least one business meeting per calendar year (such as the annual meeting), the organization shall be considered inactive, and formal dissolution shall thereby be in order.

Section 2. Procedure. The procedure for dissolution of Skandia Folkdance Society shall be as follows:

- a. The incumbent Board of Trustees shall meet and prepare formal notification to the State of Washington of such impending dissolution. The Board shall then abide by the decision rendered by the State.
- b. Unless otherwise determined by the State, all assets of Skandia Folkdance Society such as funds, equipment, records, and other properties, shall be impounded and assigned to the custody of the Nordic Heritage Museum, or other neutral third party as determined by the State or by the Nordic Heritage Museum.
- c. Said assignee shall hold assigned properties for a period of one year, during which time officers of Skandia Folkdance Society may have access to the equipment, records, or other properties of the Society other than the financial assets, on a limited loan basis, providing use of same is for purposes corresponding to the original purposes of the Society prescribed in Article II, Section 1, as interpreted by the Nordic Heritage Museum.

- d. If, after one year from date of dissolution of the Society, activities have not successfully been revived, all Skandia Folkdance Society properties and monies shall be assigned for use as the Museum sees fit.

Article XI - Amendment

Section 1. Amendment by membership. The voting membership of Skandia Folkdance Society shall have power to make, alter, amend, and repeal these Bylaws under the following procedure:

- a. Any voting member of Skandia Folkdance Society may propose an amendment or amendments by submitting same in writing to the Board of Trustees for consideration.
- b. The Board of Trustees shall consider the form and content of the proposed amendment(s). If the form and/or content is unacceptable, the Board shall consult with the sponsor(s) and attempt to reach agreement on same. If disagreements between the Board and the sponsor(s) cannot be resolved, the sponsor(s) shall have the right to circulate the proposed amendment(s) among the general membership, and if endorsed by twenty-five (25) or more voting members, the Board of Directors shall submit the proposed amendment(s) to the membership at the next regular annual election.
- c. The entire text of the proposed amendment(s) so approved shall appear in the Society's newsletter at least one month prior to the election at which said amendment(s) shall be voted upon.
- d. The ballot box shall be open for casting ballots by the Society members for a minimum of one hour during the election meeting, and at times prior to such meetings as is determined by the Board of Trustees or by the election committee. Absentee ballots received anytime before the closing of the ballot box shall be placed in the ballot box by a member of the Board of Trustees or election committee. An affirmative vote of at least sixty percent (60%) of the voting members voting in person or by proxy shall be required for ratification, providing that the total votes cast both for and against constitute at least fifteen percent (15%) of the total voting membership of the Society.

Section 2. Amendment by the Board of Trustees. The Board of Trustees of Skandia Folkdance Society shall have power to make, alter, amend, and repeal these Bylaws under the following procedure:

- a. Proposal for change in these Bylaws shall be made at a regular or special meeting of the Board called for that purpose, and adopted at a subsequent regular or special meeting called for that purpose no sooner than two weeks after the first meeting, except as otherwise provided by law.
- b. Such proposal shall meet with the affirmative vote of no less than two-thirds of the entire Board of Trustees if it is to be officially adopted by the Board.
- c. An amendment approved by the Board of Trustees may be implemented immediately. Failure to obtain membership ratification pursuant to subsection e., below, shall result in the immediate rescinding of the amendment. Such rescinded amendments may not be re-implemented by Board of Trustees' action.
- d. The entire text of the proposed amendment(s) approved shall be made available to membership at least one month prior to the meeting at which said amendment(s) shall be voted upon.

- e. The Board of Trustees' adoption of such proposal shall then be ratified at a regular or special meeting of the voting members of Skandia Folkdance Society called for that purpose. The ballot box shall be open for casting of ballots by Society members for a minimum of one hour during such meeting, and at times prior to such meeting as determined by the Board of Trustees or by the election committee. Absentee ballots received anytime before the closing of the ballot box shall be placed in the ballot box by a member of the Board of Trustees or the election committee. An affirmative vote of at least sixty percent (60%) of the voting members voting shall be required for ratification, providing that the total votes cast both for and against the proposal constitute at least fifteen percent (15%) of the total voting membership of the Society.