

Corporate By-Laws of the Hadeland Lag of America, Inc.

*As approved by the membership at the fall meeting of the Lag
October 16, 2004*

ARTICLE I: OFFICES

The legal office of the Hadeland Lag of America corporation is as specified in the Articles of Incorporation. The location of any working office is determined by the Board of Directors. This may include a post office box for receiving all correspondence for any of the Officers.

ARTICLE II: BOARD OF DIRECTORS

1. General Powers: The affairs of the Hadeland Lag of America, Inc., (hereafter referred to as 'the Lag') are managed by its Board of Directors. The responsibilities of the Board of Directors include:
 - a) To assure a proper and appropriate structure for governance of the Lag, by:
 - 1) recommending amendment to the articles of incorporation;
 - 2) recommending bylaw adoption for the governance of the Lag;
 - 3) recommending alteration, amendment, repeal, or change to the same;
 - b) To consider the opinion and wishes of the membership on any matter expressed by majority vote at any Members Meeting;
 - c) To cause the books, accounts, and records of the Treasurer or any other Lag officer receiving or expending moneys in excess of \$300 to be audited;
 - d) To define and determine the meaning and interpretation of the terms, "improper conduct," and "conduct unbecoming a member"; and
 - e) To keep accurate, complete, and permanent records of all its proceedings.
2. Number, Tenure and Qualifications
 - a) The Board of Directors consists of
 - 1) Eight (8) elected members: President, Vice President, Secretary, Treasurer, together forming the Lag Executive Committee; and four (4) elected Directors;
 - 2) Three (3) non-elected administrative members currently serving as Genealogist, Newsletter Editor, and Webmaster; and
 - 3) The Immediate Past President as an ex-officio member, with voice and vote.

- b) The Lag membership, at a regular Members Meeting, may create additional administrative positions, which may be given voice or vote or both on the Board of Directors.
- c) All Officers and Directors are members in good standing of the Lag.
- d) All Officers and Directors with the exception of the President have one vote at any Meeting of the Board.
- e) The Emeritus Advisory Council shall be made up of members whose knowledge and service continue to be of value to the Lag Board and Membership despite their absence from active participation in the Lag's Boards and Committees.
 - 1) Membership on the Emeritus Advisory Council shall be granted to all Past Presidents not otherwise serving and other members as appointed by the Lag's Board of Directors and confirmed by the Membership.
 - 2) The duties of the Emeritus Advisory Council shall be to offer advice and guidance to the Lag board and/or Membership.

3. Election of Officers and Directors:

- a) Candidates for elected office are presented to the members at the Annual Meeting by the Nominating committee or as offered from the floor with the person's permission.
- b) Elected Officers serve three (3) year staggered terms.
- c) Each of the four (4) Directors serve three (3) year staggered terms.
- d) Terms of office begin at the close of the Annual Meeting.
- e) Elected Officers and Directors are limited to two (2) consecutive terms of office.
 - 1) The limitation shall be applied to specific service as President, Vice President, Secretary, Treasurer or Director.
 - 2) Partial terms:
 - a. A Director who has served no less than two (2) years of a three (3) year term shall be considered to have completed one (1) term of office.
 - b. A member of the Executive Committee who has served no less than two (2) years of a three (3) year term shall be considered to have completed one (1) term of office.

4. Regular Board Meetings: The Board of Directors may provide by resolution for regular Meetings of the Board to be held at a fixed time and place. No further notice of these scheduled Meetings need be given.

5. Special Meetings: Special Meetings of the Board for any purpose or purposes:
 - a) may be held at any time on the call of the President or Secretary; or
 - b) are called by the Secretary on the written request of any three Board Members.

6. Notice:
 - a) Meetings of the Board scheduled to occur at a fixed time and place require no additional notice.
 - b) Special Meetings not fixed by Board Resolution require that each Board Member be notified either in writing or by telephone at least 24 hours prior to the meeting.

7. Quorum: Six (6) Members of the Board of Directors constitute a quorum for the transaction of business at any Meeting of the Board.

8. Manner of Acting:
 - a) The Board of Directors holds its Meetings in open session, unless personal confidentiality must be protected. At that time a limited closed session may be held.
 - b) The act of a majority of the Board of Directors present at a properly constituted Meeting of the Board is an act of the Board.
 - c) Any matter capable of satisfactory resolution by mail or email vote, may be presented to each member of the Board by either the President or a member or members designated to do so.

9. Acting without a meeting:
 - a) Where votes are cast by mail
 - 1) The Secretary shall mail each member of the Board notice of the issue to be considered and a ballot;
 - 2) Each member of the Board shall mark and return their ballot to the Secretary within 30 days of delivery of such notice; and
 - 3) The affirmative vote of a majority of the Board of Directors is required to pass any resolution or table any action.
 - b) Where votes are cast by email
 - 1) The Secretary shall email each member of the Board notice of the issue to be considered and a formatted ballot;
 - 2) Each member of the Board shall reply to the secretary within 7 days of delivery of such notice;
 - 3) The Secretary shall reply to the email to indicate its receipt and how the vote has been recorded; and

- 4) The affirmative vote of a majority of the Board of Directors is required to pass any resolution or table any action.
- c) Where a decision is made by telephone conference
 - 1) Decisions made by telephone must be confirmed as required by a) or b) above for a mail or email vote; and
- d) A written record (minutes) is made of all such actions.

10. Vacancies:

- a) The Board of Directors may appoint any Lag member to fill any vacancy that occurs during a term of office;
- b) An appointee to an unexpired elected term of 1 year or less shall serve until the end of that term of office;
- c) An appointee to an unexpired elected term of more than one year must be confirmed by election at the next regularly scheduled Members Meeting.

11. Compensation: All Members of the Board of Directors serve without compensation.

12. Presumption of Assent: Any Member of the Board of Directors who is present at a Meeting of the Board, or a committee thereof, at which action on any corporate matter is taken, is presumed to have assented to the action taken unless that member's dissent is delivered in writing to the person acting as Secretary of the Meeting, and entered in the minutes of the meeting before the meeting is adjourned.

ARTICLE III: OFFICERS

1. President: The duties of the President include, but are not exclusively limited to:
 - a) acting as the principle executive officer of the Lag;
 - b) convening and presiding over Lag Members Meetings, preparing the agenda with the assistance of the Secretary;
 - c) convening and presiding over Lag Board Meetings, preparing the agenda with the assistance of the Secretary;
 - d) extending greetings to all 7-Lag Stevne attendees on behalf of the Lag;
 - e) representing the Lag on the 7-Lag Council and as a Director of Norwegian Stevner, Inc.
 - f) consulting with other Officers and Board Members to assure the business of the Lag is being conducted in a timely fashion;

- g) seeing that the mission of the Lag is being accomplished;
and
 - h) serving as a non-voting member of the Board until the next president replaces him/her.
 - 1. When a vote of the board is a tie, the President shall cast the deciding vote.
2. Vice President: The duties of the Vice President include, but are not exclusively limited to:
- a. assisting the President whenever possible by maintaining close liaison with the President to the end that both Officers will be equally familiar with the instructions of the Board of Directors and the President's plans;
 - b. acting in the absence of the President or in the event of the President's death, impeachment, inability, or refusal to act, and when acting has all the powers of the President and is subject to all the restrictions upon the President;
 - c. serving as Chair of the Audit committee;
 - d. serving as a consultant, contact, and liaison with all committees not served by another Director; and
 - e. performing such other duties as may be assigned by the President or by the Board of Directors.
3. Secretary: The duties of the Secretary include, but are not exclusively limited to:
- a) assisting the President in the preparation of agendas for Members and Board Meetings;
 - b) preparing minutes of all official Members and Board Meetings;
 - c) assuring that minutes of all official business Meetings are submitted for publication in the Lag newsletter and making such corrections as are noted at subsequent Members or Board Meetings;
 - d) maintaining official copies of all minutes and other reports;
 - e) preparing and distributing notices of Lag Meetings, and of regular and special Board Meetings, as called for in these By-Laws;
 - f) handling Lag correspondence, in cooperation with the President and other members of the Board of Directors;
and
 - g) serving as Chair of the Constitution and By-Laws committee.

4. Treasurer: The duties of the Treasurer include, but are not exclusively limited to:
 - a) maintaining the financial affairs of the Lag: to pay the Lag's bills in a timely manner, while conserving the Lag's resources. This includes collecting, managing, and depositing moneys collected and, where appropriate, paying all bills by check;
 - b) preparing the annual report and making all financial records for a calendar year available to the Audit committee following the close of the calendar year;
 - c) presenting the annual report of Lag financial activities for the previous calendar year at the Annual Meeting;
 - d) submitting the annual financial report, as verified by the Audit committee and approved by the membership, for publication in the Lag Newsletter;
 - e) preparing and presenting interim financial reports at all Members and Directors Meetings, or as requested by the Board;
 - f) using accepted accounting practices for non-profit organizations;
 - g) assuring that membership status is properly maintained and reported to individual members, the Board, and the membership;
 - h) receiving, recording, and reporting member registration for all Lag Meetings and activities;
 - i) preparing and filing any tax and information returns as may be required by federal, state, or local law; and
 - j) serving as Chair of the Membership committee.

5. Director: The duties of each Director include, but are not exclusively limited to:
 - a) providing advice and assistance to Lag Officers;
 - b) attending Board and Members Meetings; and
 - c) assuming any additional responsibilities which may be assigned by the Board of Directors.

6. Bygdelagenes Fellesraad Delegates: The Bygdelagenes Fellesraad Delegates are appointed from and by the Board of Directors. Their duties include, but are not exclusively limited to:
 - a) representing the Hadeland Lag at the Bygdelagenes Fellesraad Annual Meeting and participating in their activities on the Lag's behalf; and
 - b) reporting on Bygdelagenes Fellesraad activities to the Board of Directors.

ARTICLE IV: COMMITTEES

1. The Board of Directors is responsible for oversight and assignment of responsibilities and duties to all Lag committees.
 - A. All committee chairs are responsible to the Board of Directors for:
 - 1) assuring that all committee assignments are completed in a timely manner;
 - 2) recruiting and appointing committee members as the need arises;
 - a) committee appointments are subject to formal approval by the Board of Directors.
 - 3) keeping a written record of the committee's activities;
 - 4) reporting at each Board Meeting on all activities of his/her committee. This report should include personnel assignments and projects and tasks undertaken, and is given for the purposes of
 - a) informing the Board of the committee's activities;
 - b) receiving the Board's approval for committee projects and tasks; and
 - c) recommending formal appointment of committee members by the Board.
 - 5) submitting a report at each Members Meeting on current activities of his/her committee.
2. The Lag has the following standing committees, with the members, positions and responsibilities shown.
 - A. Audit Committee
 - 1) audits the Lag's financial records following the close of each calendar year and the preparation of the annual financial report;
 - 2) consists of the Vice President as Chair and other members as appointed by the Board of Directors; and
 - 3) reports their findings and recommendations to the Board of Directors.
 - B. Constitution and By-Laws Committee
 - 1) maintains the Articles of Incorporation and By-Laws, as directed by the Board of Directors;
 - 2) consists of the Secretary as Chair and other members as appointed by the Board of Directors;
 - 3) acts as authority on questions of procedure to assure actions taken by the Board of Directors and the membership are consistent with the Articles of Incorporation and By-Laws;

- 4) investigates and recommends changes to the Articles of Incorporation to the Board of Directors; and
- 5) presents the wording of proposed changes to the By-Laws at Board and Members Meetings.

C. Events Committee

- 1) coordinates Lag sponsored events such as Board and Members Meetings. The responsibilities of the committee include, but are not exclusively limited to:
 - a) recommending meeting locations, dates and times;
 - b) arranging for meeting space and catering;
 - c) planning programs for Lag Meetings;
 - d) working with counterparts in other Lags and organizations when joint meetings (including the 7-Lag Stevne) are held in order to assure the success of the larger meeting;
 - e) recruiting and scheduling staffing requirements for Lag Meetings, activities and events.
- 2) consists of a Chair who is elected from and by the Board of Directors, and other members as appointed by the Board of Directors.

D. Genealogy Committee

- 1) provides genealogical access and assistance to Lag members under conditions approved by the Board of Directors;
- 2) cooperates with Kontaktforum Hadeland-Amerika, Hadeland Folkemuseum, and genealogists from other Lags and organizations;
- 3) assesses the genealogical interests and needs of members and reports these to the Board of Directors;
- 4) collects and properly stores the Lag genealogical collection including use of archival quality storage materials in appropriate climatic storage areas; and
- 5) consists of the Genealogist as Chair and other members as appointed by the Board of Directors.
- 6) Genealogist: The duties of the Genealogist include, but are not exclusively limited to:
 - a) coordinating and providing genealogical assistance for Lag members;
 - b) advising the Board regarding the conditions under which genealogical assistance is or should be provided to members;
 - c) assuring that the Lag genealogical collection is available at the 7-Lag Stevne and other

- meetings as directed;
- d) assuring that Genealogy committee member/volunteer assistance is available to members during all scheduled research hours at the 7-Lag Stevne and other Meetings as directed;
- e) improving access to genealogical data for Hadeland through
 1. additions to the Lag's genealogical collection;
 2. knowledge of content and additions to other collections;
 3. purchase of additional materials for the Lag's genealogical collection with consent of the Board of Directors;
 4. appropriate use of the Lag website; and
 5. other activities and actions as directed and deemed appropriate by the Board of Directors.
- f) attending Members Meetings and open Board Meetings; and
- g) serving as Chair of the Genealogy committee.

E. History and Heritage Committee

- 1) apprises members of the history of Hadeland and the Hadeland Lag of America, Inc. through various means;
- 2) maintains the historical artifacts of the Lag;
- 3) researches and recommends appropriate gifts for individuals or organizations to the Board; and
- 4) consists of a chair who acts as Lag historian, elected from and by the Board of Directors, and other members as appointed by the Board of Directors.
- 5) Historian: The duties of the Historian include, but are not exclusively limited to:
 - a) collecting and maintaining the artifacts belonging to or donated to the Lag (except genealogical);
 - b) maintaining records of artifacts, including such information as identification, donor(s), and location of each artifact. Records may be written, computerized, photographic and maintained using any other appropriate technology;

- c) properly storing artifacts, including use of archival quality storage materials in appropriate climatic storage areas;
- d) accounting to the Board of Directors for custodianship;
- e) maintaining a record of gifts given, including such information as the nature and cost of the gift, reason and occasion for the gift, the date and to whom the gift was given.
- f) coordinating with the Secretary and Chair of the Publications committee to assure that current records and publications are added to the archives; and
- g) serving as Chair of the History and Heritage committee.

F. Membership Committee

- 1) maintains a current membership list and informs the Board of Directors of membership status;
- 2) develops strategies and methods to promote membership and recruit new members; and
- 3) consists of a Chair who is the Treasurer; Membership Secretary, and other members as appointed by the Board of Directors.
- 4) Membership Secretary: The duties of the Membership Secretary include, but are not limited to:
 - a) maintaining the membership records for the Lag;
 - b) providing current and correct mailing information for each issue of the BRUA; and
 - c) ensuring that individual members are informed of potential dues lapses.

G. Nominating Committee

- 1) gathers a slate of candidates for Officers and Directors for the elections held at Members Meetings;
- 2) contacts potential nominees to assure that they are willing to be nominated and to serve if elected;
- 3) creates printed ballots for use in scheduled Members Meeting elections;
- 4) supervises all election activities during Members Meetings; and
- 5) consists of the Immediate Past President of the Lag as Chair and at least two additional at large members as appointed by the Board of Directors, subject to the following qualifications:

- a) At-large Nominating committee members may not be Lag Officers or Board Members;
- b) Nominating committee members are not permitted to nominate themselves; and
- c) If the Immediate Past President is unable to serve, the Chair of the committee shall be appointed by the Board of Directors. The Board may appoint a Chair who holds an elected office but the Chair may not stand for election during service on the Nominating committee.

H. Publications Committee

- 1) ensures that newsletters, special publications and web pages authorized by Members Meetings and the Board of Directors are published in a timely manner, with quality workmanship; and
- 2) consists of the Newsletter Editor acting as Chair, Webmaster, and Special Publications Editor(s) when appointed. Other members may be appointed by the Board of Directors.
- 3) Newsletter Editor: The duties of the Newsletter Editor include, but are not exclusively limited to:
 - a) Preparing, publishing, and distributing a minimum of four (4) issues of the Lag newsletter each year; and
 - b) attending open Board of Directors and Members Meetings.
- 4) Webmaster: The duties of the Webmaster include, but are not exclusively limited to:
 - a) creating and maintaining the Lag website;
 - b) ensuring that postings that need to have follow up are routed to the appropriate persons or committees; and
 - c) attending open Board of Directors and Members Meetings.
- 5) Special Publication(s) Editor(s) (appointed as needed): The duties the Special Publications Editor(s) include, but are not exclusively limited to:
 - a) preparing and publishing special publications of the Lag as directed by Members Meetings and the Board of Directors; and
 - b) attending open Board of Directors and Members Meetings.

ARTICLE V: MEETINGS OF THE LAG

1. Scheduling of Members Meetings:
 - A. Meetings of the membership of the Lag may be scheduled for any purpose by resolution of the Board of Directors or a majority vote of the membership at any Members Meeting.
 - B. Summer Meeting: A Meeting of the Lag is held as part of the Seven Lag Stevne.
 - 1) The Board of Directors may schedule the Summer Members Meeting at another time and/or place, when business and/or activities of the Lag justify the change.
 - C. Fall Meeting: A Meeting of the Lag is held each fall.
 - 1) The Board of Directors schedules a Members Meeting during the fall of the year at a time and place of their choosing.
2. Notice of Members Meetings:
 - A. Prior notice of Members Meetings shall appear in the newsletter.
 - B. If a meeting is to be held before the next newsletter is published, each member must receive written notice, either by regular mail or e-mail.
3. The public business of the Lag is conducted at Members Meetings.
 - A. This business shall include the election of Officers and Directors as required.
4. A report on the proceedings of Members Meetings is prepared for the following newsletter by the Secretary.
5. The Summer Meeting of the Lag is designated as the Annual Meeting.

ARTICLE VI: MEMBERSHIP

1. Membership in the Lag is open to persons meeting one of the following criteria:
 - A. Norwegian-Americans able to trace descent from Hadeland in Oppland fylke, Norway.
 - B. Norwegians living in Hadeland or able to trace descent from Hadeland in Oppland fylke, Norway.
 - C. Any person who is interested in furthering the purpose of the Lag.
2. Each Lag membership may include immediate family members who share a household and mailing address.
3. Members are encouraged to submit their Norwegian ancestry information to

the Genealogy committee.

4. The membership application process is regulated by the Board of Directors.

ARTICLE VII: DUES

1. Dues are assessed based upon a yearly membership.
2. The Board of Directors determines the amount of the dues to assure financial stability of the Lag.

ARTICLE VIII: PROPERTY AND FINANCIAL ASSETS

Any property owned by the Corporation shall be controlled by the Board of Directors. Specific members of the Board of Directors may be designated as custodians by the Board of Directors.

ARTICLE IX: CAPITALIZATION

This corporation is non-profit, with no stock being issued.

ARTICLE X: AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a simple majority vote of voting members at any regular Members Meeting.

ARTICLE XI: ROBERT'S RULES OF ORDER

Meetings shall generally be operated in an informal manner. Should an issue arise as to proper procedure, the latest edition of Robert's Rules of Order shall be used to resolve the issue.