

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

As approved by the membership at the Fall Meeting of HLA on October 16, 2004
and amended by a vote of the membership at the Annual Meeting of HLA on July 17, 2010.

ARTICLE ONE: 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 'HLA') are managed by its Board of Directors. The Board of Directors
 - a) has the power to recommend amendment to the articles of incorporation, to recommend by-law adoption for the government of HLA, to recommend adoption of Corporate Website Terms of Use, to recommend alteration, amendment, repeal, or change to the same;
 - b) considers the opinion and wishes of the membership on any matter expressed by majority vote at any Members Meeting;
 - c) causes the books, accounts, and records of the Treasurer or any other HLA officer receiving or expending moneys in excess of \$300 to be audited;
 - d) has the authority to define and determine the meaning and interpretation of the terms, "improper conduct," and "conduct unbecoming a member"; and
 - e) keeps 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 HLA 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 HLA 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 HLA.
 - 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 HLA Board and Membership despite their absence from active participation in HLA'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 HLA'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 HLA Board and/or Membership.
3. Election of Officers and Directors:
 - a) Officers and Directors are elected by vote of the members at the Annual Meeting, from a slate of Officers presented by the Nominating Committee or as offered from the floor with the nominee's permission.
 - b) Elected officers serve for three (3) year staggered terms or until their successor is elected. The four (4) directors serve three (3) year, staggered terms or until their successors are elected.
 - c) The term of office begins with the close of the annual meeting.
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: Notice of date, place and time of any special meeting not set by Board Resolution is delivered to each board member either in writing or by telephone at least 24 hours prior to the meeting.
7. Quorum: Five (5) 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) A separate ballot from each member of the Board is marked and returned to the secretary within 30 days of delivery of such notice, as defined in the bylaws; and
 - 2) 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 member of HLA to fill any vacancies that occur during a term of office;
- b) Appointees to unexpired terms of 1 year or less shall serve until the end of that term of office;
- c) Appointees to unexpired terms of more than one year shall be confirmed or replaced by election at the next annual meeting; and
- d) If a vacancy occurs 90 days or less before the Annual Meeting, the board of directors has the authority to delay election to that vacancy until the next regularly scheduled Members Meeting.

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

12. Presumption of Assent: Any Board of Directors member 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 members' 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) being the principle executive officer of HLA;
 - b) Convening and presiding over HLA Members Meetings and preparing the

- agenda with the assistance of the Secretary;
 - c) convening and presiding over HLA Board Meetings;
 - d) extending greetings to all 7-Lag Stevne attendees on behalf of HLA;
 - e) representing HLA 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 HLA is being conducted in a timely fashion;
 - g) seeing that the mission of HLA 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 chairman of the Audit committee; and
 - d) serving as a consultant, contact, and liaison with all committees not served by another director.
 - 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 a summary of all official business Meetings are submitted for publication in the HLA newsletter and the detailed minutes are published on the Corporate Website;
 - d) making such corrections as are noted at subsequent Members or Board Meetings;
 - e) maintaining official copies of all minutes and other reports;
 - f) preparing and distributing notices of HLA Meetings, and of regular and special Board Meetings, as called for in these By-Laws;
 - g) handling HLA correspondence, in cooperation with the President and other members of the Board of Directors; and
 - h) 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 HLA: to pay HLA's bills in a

timely manner, while conserving HLA'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 HLA financial activities for the previous calendar year at the Annual Meeting;
 - d) submitting the annual financial report for publication in the HLA 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 HLA 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 the Director include, but are not exclusively limited to:
- a) providing advice and assistance to HLA officers;
 - b) attending Board and Annual Meetings; and
 - c) serving as consultant, contact, and liaison with committees, as determined by the Board of Directors.
6. Bygdelagenes Fellesraad Delegates: The Bygdelagenes Fellesraad Delegates are appointed 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 HLA'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 HLA 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; and
 - 1) 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. HLA has the following standing committees, with the members, positions and responsibilities shown.

A. Audit Committee:

- 1) Audits HLA'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 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 HLA 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 HLA Meetings;
 - d) working with counterparts in other lags and organizations when joint meetings (including the 7-Lag Stevne) are held in order to assure

- e) the success of the larger meeting; and recruiting and scheduling staffing requirements for HLA 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 HLA members under conditions approved by the Board of Directors;
- 2) cooperates with Kontaktforum Hadeland-Amerika, Hadeland Folk Museum, and genealogists from other lags and organizations;
- 3) assesses the genealogical needs and interests of HLA members and reports these to the Board of Directors;
- 4) collects and properly stores the HLA 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 to HLA members, under conditions consented to by the Board of Directors
 - b) advising the board regarding the conditions under which genealogical assistance is or should be provided to HLA members;
 - c) assuring that the HLA 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 HLA 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 HLA's genealogical collection;
 - 2) knowledge of additions to other collections; and
 - 3) purchase of additional materials for HLA's genealogical collection with the consent of the Board of Directors;
 - 4) appropriate use of the Lag website; and
 - 5) other activities and actions deemed

appropriate by the Board of Directors

- f) Attending Member Meetings and open Board Meetings; and
- g) Serving as Chair of the Genealogy committee.

E. Heritage-Historical Committee

- 1) Apprises members of the history of Hadeland and of the Hadeland Lag of America, Inc. through various means;
- 2) Maintains the historical artifacts of HLA;
- 3) Researches and recommends appropriate gifts for individuals or organizations to the Board of Directors; and
- 4) Consists of a chair who acts as HLA historian and is appointed 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 collection of artifacts belonging to or donated to HLA (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 or maintained by any other appropriate technologies;
 - c) Properly storing of artifacts, including use of archival quality storage materials and appropriate climatic storage areas;
 - d) Accounting to the Board of Directors for custodianship; and
 - 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 Board of Directors of membership status;
- 2) ensures that individual members are informed of potential dues lapses;

- 3) develops strategies and methods to promote membership and recruit new members; and
- 4) consists of a chair who is the Treasurer and other members as appointed by the Board of Directors.
- 5) Membership Secretary: The duties of the membership secretary include, but are not exclusively limited to
 - a) maintaining the HLA membership records
 - b) providing current and correct mailing information for each issue of the HLA Newsletter; and
 - c) ensuring that individual HLA members are informed of potential dues lapses.

G. Nominating Committee:

- 1) Gathers a slate of officers and directors for elections held at Members Meetings;
- 2) Contacts potential nominees to assure 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 HLA 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 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 webpages authorized by Members Meetings and the Board of Directors are published in a timely manner, with quality workmanship;
- 2) Receives and reviews all "Requests for Permission to Publish" applications and recommends action to the Board of Directors;
- 3) 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.
- 4) Newsletter Editor: The duties of the Newsletter Editor include, but are not exclusively limited to:
 - a) preparing and publishing a minimum of four (4) issues of the HLA newsletter each year; and

- b) attending HLA open Board of Directors and Members Meetings.
- 5) Webmaster: The duties of the Webmaster include, but are not exclusively limited to:
 - a) creating and maintaining the HLA website;
 - b) ensuring that postings that require follow-up are routed to the appropriate individual or committee; and
 - c) Attending HLA open Board of Directors and Members Meetings.
- 6) Special Publication(s) editor(s) (are appointed as needed): The duties the Special Publications Editor(s) include, but are not exclusively limited to:
 - a) preparing and publishing the special publications of HLA as directed by Members Meetings and the Board of Directors; and
 - b) attending HLA open board of Directors and Members meetings.

ARTICLE V: MEETINGS OF THE HADELAND LAG OF AMERICA, INC.

1. Scheduling of Members Meetings
 - a) Meetings of the HLA Membership may be scheduled for any reason by resolution of the Board of Directors or a majority vote of those present at any Members Meeting.
 - b) Summer Meeting: An HLA Members Meeting is scheduled during the Seven Lag Stevne.
 - 1) The Board of Directors may schedule the Summer Members Meeting at another time and/or place, when HLA and/or activities of HLA justify the change.
 - c) Fall Meeting: An HLA Members Meeting 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. Annual Meeting: The HLA fall meeting is designated as the Annual Meeting.
 - a) The public business of HLA is conducted at the Annual Meeting. Business includes the annual election of officers and directors.

ARTICLE VI: MEMBERSHIP

1. Membership in HLA 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 HLA.
2. Each HLA 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 HLA.

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 Bylaws may be altered, amended or repealed and new Bylaws adopted by a simple majority vote of voting members at any regular members meeting.

ARTICLE XI: ROBERT'S RULES OF ORDER

While meetings shall generally be operated in an informal manner, should an issue arise as to procedures to follow, the latest edition of Robert's Rules of Order shall be used to resolve the issue.