

# **Finlandia Foundation® Columbia-Pacific Chapter Bylaws**

**Revised March 16, 2021**

## **Article I. Name**

The name of the corporation is the *Finlandia Foundation® Columbia-Pacific Chapter*, hereafter referred to as the "Chapter."

## **Article II. Purpose/ Mission**

Said Chapter is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Chapter's primary purposes/mission shall be to:

1. Support, preserve and cultivate Finnish and Finnish-American culture in the United States.
2. Support cultural programs and activities of Finnish-American organizations, churches, educational institutions and rest homes.
3. Fund Finnish-American cultural archives, museums and historical monuments in the United States.
4. Receive by gift, bequest, purchase, lease or transfer, real or personal property. Maintain a fund or funds to support Finnish and Finnish-American culture in the United States and further cultural and educational exchange and relations between Finland and the United States, not inconsistent with the provisions governing the Internal Revenue Code 501 (c) (3) exempt organizations.
5. Maintain an organization open to individuals in Oregon and Southwest Washington who wish to support the Chapter in achieving any or all of its objectives.
6. Provide services to the community that increase awareness of Finnish and Finnish-American contributions to the United States.

## **Article III. Membership**

1. There shall be one class of members (each, a "Member" and collectively, the "Members" or the "Membership") of this Chapter. Each Member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of the Chapter.
2. Membership in the Chapter is open to all who support the purposes/mission and Bylaws of the Chapter.

3. A person shall become a Member after receipt of a membership application accompanied by a payment of all applicable dues.
4. Dues for the current year are payable at or before the Annual Meeting, in an amount determined by the Board of Directors.
5. If a Member fails to pay his/her dues, he/she shall be deemed to have resigned. A Member who has resigned because of nonpayment of dues can be reinstated upon the remittance of outstanding dues anytime during the calendar year. Failure to abide by these Bylaws shall be grounds for termination of Membership in the Chapter.
6. Membership may be terminated by the Board of Directors, for any reason not prohibited by law, after giving the Member at least fifteen (15) days written notice, by first class or certified mail, of the intended termination, and an opportunity for the Member to be heard by the Board, orally or in writing, not less than five (5) days before the effective termination date. The decision of the Board shall be final and shall not be reviewable by any court.

#### **Article IV. Meetings and Elections**

The Chapter shall hold n Annual Meeting during the month of February of each and every year the Chapter is in operation. A notice, including the date, time and place of the Annual Meeting, and a brief summary of the issues to be voted on, must be sent to every Member in good standing at his/her e-mail address or mail address as it appears in the Chapter's records by (i) electronic mail (e-mail) or (ii) first class mail, for Members without internet access, postmarked at least four (4) weeks before the Annual Meeting.

Members in good standing and present at the Annual Meeting shall have the opportunity to make nominations and proposals from the floor and vote on:

1. The election of Directors.
2. Amendments to the Chapter's Bylaws.
3. Other issues, subjects, projects, and proposals made by the Board of Directors.
4. Proposals made by individual Members of the Chapter.
5. The merger or consolidation of the Chapter with any other tax-exempt organization or the dissolution of the Chapter.
6. Any other matter that maybe required by federal, state or local statutes.

All meetings, including committee meetings not held in Executive Session, are public meetings open to all Members and all minutes kept and archived as legally required including: attendance, reports, business, proceedings, and motions, the outcome of any vote or ballot and all other results including financial decisions shall be available for review by all Chapter Members with reasonable notice to the Secretary.

Special Meetings of the Members shall be held at the call of the Board of Directors, or by the call of at least five (5) percent of the Chapter Membership by a demand, signed, dated, and delivered to the Chapter's Secretary. Such demand by the Members shall describe the purpose of the meeting.

The members present and eligible to vote at the Annual and Special Meetings shall constitute a quorum and, except when considering Bylaws, all matters shall be decided by a simple majority.

### **Article V. Board of Directors**

1. A Board of Directors shall be elected from among and by eligible Members and those Members elected to the Board of Directors shall manage, operate and direct the business, affairs and activities of the Chapter and control its assets on its behalf.
2. Elections shall be conducted at the Annual Meeting where an odd number of Directors, from five (5) to thirteen (13), shall be elected by secret ballot to serve for a term of two (2) years or until a successor is elected.
3. Those Members elected shall constitute the Chapter's Board of Directors and its quorum shall consist of a simple majority but not less than three (3) Directors. A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.
4. Directors may be removed from office by death, resignation, retirement, removal, disqualification or decision by the Board of Directors for any reason not prohibited by law including: absence, inability to act or lack of participation; provided the intent to introduce such a resolution is disclosed by personal service or registered mail in advance consistent with the notice requirement for the meeting at which the resolution shall be introduced.
5. Board of Directors vacancies shall be filled for the remainder of the term of the vacated position by the election of an eligible Member of the Chapter by the Board of Directors.
6. Regular Meetings of the Board of Directors shall be conducted on such dates, times and places as agreed upon by the Directors present at the previous Board of Directors meeting. Written notice of a meeting of the Board and an agenda for the meeting shall be sent to each Director at least five (5) days prior to the regular meeting by e-mail or U.S. mail.
7. Special Meetings of the Board of Directors may be called at the request of the President or any three (3) Directors. The purpose of the Special Meeting shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Notice of the date, time, place and reason shall be given to all Directors at least five (5) days prior to such Special Meeting by e-mail or telephone. The minutes of Special Meetings must be published and distributed within fourteen (14) days.

8. Emergency Meetings may be called, for cause, by the President or any three (3) Directors when notice is given to all Directors at least forty-eight (48) hours prior to such Emergency Meeting by e-mail or telephone. The resulting minutes shall be published within fourteen (14) days.
9. The Board of Directors will publish minutes and informational bulletins to keep the membership abreast of the organization's business and activities.
10. Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action ("Action by Consent") in question is unanimously signed and dated by the Directors and filed with the minutes of the proceedings of the Board of Directors and recognized at the next Board of Directors Meeting. The decision becomes effective when the last dated signature has been obtained.

### **Article VI. Officers**

The officers ("Officers") of the Chapter shall consist of a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may from time to time elect. Officers shall be elected following the Annual Meeting from the Board of Directors by its members for a one (1) year term.

The **President** shall have overall responsibility for all Chapter operations. The Chapter President shall be the Executive Officer responsible to the Board of Directors for the execution of such programs and policies defined by the Board of Directors.

The President may sign and execute all instruments, including tax returns and other Federal, state, and local government reports, in the name of the Chapter. In the absence of the President, the Vice President, or the Secretary, in that order, shall assume these administrative duties and responsibilities. The President shall also preside over all meetings of the Chapter and of the Board of Directors.

The **Vice President**, in addition to any special responsibilities and projects assigned to him/her by the President, shall perform the duties of the President in the event of the absence or inability of the President to exercise his office. The Chapter may from time to time elect more than one Vice President, if the need arises.

The **Secretary** shall keep accurate and complete minutes of the Chapter's meetings, including Annual, Special, Emergency, and Board of Directors, and Actions by Consent; unless specifically assigned to others, the Secretary shall also maintain Chapter membership rosters, mailing lists, records and files. The Secretary shall determine the eligibility of Chapter Members to vote and to be nominated for office.

The **Treasurer** shall maintain custody of all Chapter funds and prepare complete and accurate monthly Chapter Income and Expense (I& E) Statements as well as monthly Balance Sheets, according to generally acceptable accounting practices. The Treasurer shall disburse funds as directed by the Board of Directors. The Treasurer also shall endorse and deposit checks written to the Chapter to the appropriate Chapter bank and brokerage account(s). In the absence of the Treasurer, the President shall be authorized to perform the duties of the Treasurer. The Treasurer shall render a report to the Membership of the Chapter at its Annual Meeting. The accounts of the Treasurer shall be audited once a year by an independent Certified

Public Accountant designated by the Board of Directors, or by an Audit Committee consisting of Members in good standing.

Should any Officer resign or otherwise become permanently unavailable, the Board of Directors shall elect an interim replacement until the next Annual Meeting.

Within ninety (90) days of the election of the Officers and Board of Directors of the Chapter each year, the Board of Directors shall create and approve the Chapter's annual plan, including an operating budget, and a calendar of the Chapter's meetings, projects and activities, on a monthby month basis.

### **Article VII. Committees**

The President shall, with the approval of the Board of Directors, appoint committees of two (2) or more Members, including at least one (1) Director. The Vice President shall be an ex-officio member of all committees. Committees shall not meet without notifying all members of the Board of Directors in advance. All committee proceedings shall result in published minutes. Committee meetings not involving motions or resulting in decisions may be reported simply but must include: time, date, location, attendance, incidents, subject matter and adjournment.

The authority of the Chapter is vested in the Board of Directors by its Membership. Committees must operate within the limited scope authorized in writing by the Board of Directors.

### **Article VIII. Fees and Compensation**

The services of the Officers and Directors of the Chapter when acting as Officers and Directors shall be gratuitous. The Board of Directors, however, shall approve reimbursements for reasonable expenses incurred by Officers and Directors in the performance of their duties, such as printing and mailing costs. Travel expense reimbursements, if any, shall be determined by the Board of Directors. Expense reimbursements shall be in accordance with regulations and rules published by the IRS for tax-exempt organizations.

The Directors may approve fees and salaries for the services of individuals who provide services, other than performing their duties as Officers and Directors to the Chapter (providing an actual or possible conflict of interest does not result).

### **Article IX. Prohibited Acts and Conduct**

1. No substantial part of the activities of the Chapter shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

2. It is the policy of the Chapter to discourage, prohibit, and report any illegal form of discrimination, harassment, or sexual harassment.
3. It shall be the duty of all Members, friends of the Chapter and volunteers to report any unlawful discrimination, harassment, or sexual harassment to a Member, committee chairman, Director or Officer.
4. Any Member, chairman, Director or Officer who receives a report of illegal discrimination, harassment, or sexual harassment shall immediately report the incident to the Board of Directors. The Board of Directors shall investigate the report in a timely manner, decide appropriate action, and advise the reporting party of the outcome.

### **Article X. Conflict of Interest**

1. The Internal Revenue Service defines a *conflict of interest* as occurring when an individual's obligation to further the Chapter's charitable purposes is at odds with their own financial interests. The State of Oregon also defines *conflict of interest*; see Oregon Revised Statutes (ORS) 65.361.
2. In connection with any actual or possible conflict of interest, an interested person must disclose in writing the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. The written disclosure explaining the circumstances of the actual or possible conflict of interest shall be provided to the Secretary and to the members of the Board of Directors or committee and it shall become a permanent part of its minutes.
3. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists or may elect to postpone any decision until sufficient information is obtained to create such a decision. The decision created concerning the conflict of interest shall be recorded permanently in minutes.
4. Procedures for addressing the possibility of a conflict of interest:
  - a. An interested person may make a presentation to the Board of Directors or committee meeting, but after the presentation, s/he shall leave the meeting during the boards or committee's discussion and deliberations concerning the transaction or arrangement involving the possible conflict of interest.
  - b. The President or committee chairman shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

## **Article XI. Chapter Funds**

The funds of the Chapter shall be invested in such property, real or personal, as may be authorized at the time of investment by the laws governing Nonprofit Corporations in the State of Oregon. Any such investment must be approved by the Board of Directors. The property and funds of the Chapter shall be invested and re-invested, and principal and income expended in accordance with all such powers and all such restrictions of the Internal Revenue Code and Nonprofit Corporation Laws of the State of Oregon, as the same may be amended from time to time.

Property received shall be restricted to the purpose specified by the donor, only if the purpose qualifies under the organizational statutes. In the absence of such specified purposes or other specifications, the property shall be invested and/ or expended in such a manner as in the judgment of the Directors will best promote the Chapter's purposes/ mission.

## **Article XII. Fiscal Year and Records**

The fiscal year of the Chapter shall begin on the first day of January and end on the thirty-first day of December of every year.

The Articles of Incorporation, the Bylaws and the books and records of the Chapter shall at all times be available for inspection by any Member, with reasonable notice.

## **Article XIII. Corporate Indemnity**

The Chapter shall indemnify its Officers and Directors to the fullest extent allowed by current and future Oregon law.

## **Article XIV. Other Finlandia Foundation Entities**

Finlandia Foundation Trust, Finlandia Foundational National, and other Finlandia Foundation Chapters are separate and independent organizations, dedicated to Finnish and Finnish-American cultural and educational programs. Finlandia Foundation Columbia-Pacific Chapter is not responsible for the affairs and actions of Finlandia Foundation, Inc. and other Finlandia Foundation Chapters. Finlandia Foundation Columbia-Pacific Chapter is associated with Finlandia Foundation, Inc. for the sole purpose of providing and receiving mutual support in areas where the interests of both organizations coincide.

## **Article XV. Merger and Dissolution of the Chapter**

1. Upon the dissolution of the Chapter, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code, or corresponding sections of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. So long as in compliance with Article XV. I, above, should it become evident to the Board of Directors and the Membership that the objectives of the Chapter can be best served by dissolving Finlandia Foundation Columbia-Pacific Chapter and/ or merging the Chapter with another tax exempt organization, the provisions of the Finlandia Foundation National, shall control, and to the extent not inconsistent therewith the following: All property and funds of the Chapter shall be transferred to Finlandia Foundation National, another Finlandia Foundation Chapter, a qualifying local Finnish or Scandinavian nonprofit organization, or to another Nonprofit organization in the United States. This new organization shall provide evidence of prudent management of its current property and funds, and agree to establish a separate fund dedicated to the support of Finnish and Finnish-American culture in the United States.

### **Article XVI. Amendment or Restatement of Bylaws**

The Board of Directors shall have the power to adopt bylaws not inconsistent with the Articles of Incorporation, the Internal Revenue Code, and the laws of the State of Oregon. These Bylaws may be amended at any Annual or Special Meeting of the Members, by a vote in the affirmative by two-thirds (67%) of the Members present.

Adopted this 16th day of March, 2021 at Portland, Oregon by the Board of Directors and the Membership of the Finlandia Foundation Columbia-Pacific Chapter at the Annual Meeting of the Members.

Greg Jacob, President



Elizabeth Newton, Secretary



Notes:

1. May 8, 2006, Adoption of the Bylaws by the Chapter Board of Directors.
2. March 18, 2007, Adoption of the Bylaws by the Chapter Membership: At the Annual Meeting of the Chapter or March 18, 2007, these Bylaws were approved by the membership.
3. March 30, 2008, Adoption of Revised Bylaws by the Chapter Membership: At the Annual Meeting of the Chapter on March 30, 2008, these Bylaws as revised were approved by the membership.
4. March 8, 2009, Adoption of Revised Bylaws by the Chapter Membership: At the Annual Meeting of the Chapter on March 8, 2009, these Bylaws as revised were approved by the membership.
5. April 3, 2011, Adoption of Revised Bylaws by the Chapter Membership: At the Special Meeting of the Chapter on April 3, 2011, these Bylaws as revised were approved by the membership.
6. March 10, 2012, Adoption of Revised Bylaws by the Chapter Membership: At the Annual Meeting of the Chapter on March 10, 2012, these Bylaws as revised were approved by the membership.
7. March 16, 2021. Adoption of Revised Bylaws by the Chapter Membership at the Annual Meeting.