

Finlandia Foundation® Columbia-Pacific Chapter
Bylaws
Revised February 18, 2024

Article I. Name

1: General Provisions: The corporation is the *Finlandia Foundation® Columbia-Pacific Chapter*, hereafter referred to as the "Chapter."

2: The fiscal year of the FFCPC shall end on the 31st day of December each year. 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.

3. 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 II. Purpose/ Mission

Said Chapter is organized for charitable, 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 the following:

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. Members shall include all persons who pay the annual dues at or before the Annual Meeting. Membership in the Chapter is open to all who support the purposes/ mission and Bylaws of the Chapter.
2. 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.
3. 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.
4. 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 an 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 that are not physically present for a Membership Meeting can vote if the Board authorizes participation by remote communication. Board members at a Board of Directors meeting may vote on a pending issue by remote communication. Voting may be conducted by email where no less than half of the Board of Directors are online, and two-thirds of the Directors voting cast an affirmative vote. Voting to be done within 48 hours. 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. Attendance, reports, business, proceedings, and motions 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, which is 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

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.

Elections shall be conducted at the Annual Meeting where an odd number of Directors, from seven (7) to thirteen (13), shall be elected by secret ballot serve for a term of two (2) years or until a successor is elected.

A majority of the directors then in office shall constitute a quorum for the transaction of business. At any meeting of the directors at which a quorum is present, the vote by a majority of those present shall decide any matter.

A Director may resign by delivering or submitting a written resignation to the President or Secretary of FFCPC a month prior to its effective date. Directors may be removed from office by a vote of two-thirds majority for repeated absence from board meetings and/or inability to act or lack of participation. If a vacancy shall occur on the Board, the remaining directors may by majority vote choose a successor who shall hold office for the unexpired term.

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.

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.

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 serve as the Chairman of the Board of Directors and shall preside over all meetings of the members. 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. In the absence or disability of the President, the President's powers and duties shall be performed by the **Vice President**, or if the Vice President is absent, by a director designated for the purpose by the Board of Directors. The President-Elect shall have such other duties as may be from time to time designated by the directors.

The **Secretary** shall keep accurate and complete minutes of the Chapter's meetings, shall be submitted in a timely manner to the Board. These minutes include 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 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 shall also 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. Under special circumstances, if the treasurer is unable to sign necessary documents, either the President or other officers residing in Oregon can sign. 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 Accountant or by an audit committee consisting of two 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 thirty (30) days of the election or by the next Board Meeting, 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 monthly 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. Standing Committees usually appointed by the President and approved by the Board are the Nominating Committee and the Budget Committee. All committees report to the Board.

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. Any receipts accrued to an event should be submitted within thirty days to the Treasurer for reimbursement. Exceptions may be brought to the Board for approval.

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 or religious agendas, 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.

2. 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, Director, or Officer. 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.

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.

Article XII. Corporate Indemnity

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

Article XIII. 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 XIV. 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. These Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of FFCPC as amended and in effect from time to time.

Adopted this 18th day of February, 2024, at Nordic Northwest by the Board of Directors and the Membership of the Finlandia Foundation Columbia-Pacific Chapter at the Annual Meeting of the Members.

Heli Hatanpaa Wetzel, President

Greg Jacob, Vice President