

# Danish Club of Austin

## Bylaws

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## Danish Club of Austin – Bylaws

### Objectives

- The Danish Club of Austin is organized for cultural, social and educational purposes;
- To preserve and foster Danish traditions and culture among its members;
- To promote fellowship with Danes, persons of Danish ancestry and anyone interested in Danish culture, history, subjects and events.
- To provide a meeting place for its members;
- To assist Danes who have recently relocated or immigrated to the United States of America.
- To foster and promote cultural exchanges between the United States of America and Denmark

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**BY-LAWS (as suggested in February, 2006)**

### **ARTICLE I THE ASSOCIATION**

**Section 1: NAME OF THE ASSOCIATION - The Club shall be known as The Danish Club of Austin.**

**Section 2: ADDRESS OF THE ASSOCIATION - The principal office of the Club shall be located in the State of Texas. The Club shall have and continuously maintain in the state of Texas a registered office and a registered agent whose office may be, but need not necessarily be, identical to the principal office in the State of Texas.**

### **ARTICLE II THE BOARD OF DIRECTORS**

**Section 1. DUTIES OF THE BOARD OF DIRECTORS - The Board of Directors shall carry out the purposes of the Association as stated in the Objectives. All activities and the properties of the Association shall be under the planning, management and supervision of the Board of Directors.**

**Section 2. NUMBER AND TITLES OF OFFICERS ON THE BOARD, THEIR TERM OF OFFICE AND THEIR ELECTION - The Board of Directors shall initially be comprised of six officers, i.e., 1) President, 2) Vice-President, 3) Secretary, 4) Treasurer, 5-6) Committee Coordinators. Each of these officers shall hold office for a term of two years or until a successor is duly elected, whichever occurs later. (Vice President, Secretary and Information Coordinator elected in 2006 shall hold office for one year to prevent all offices being up for election in the same year). An officer must be an Active or Life member of the Club (see Article III, Section 5). No officer shall be eligible for the same office for more than six consecutive terms. No two member of the same household can serve as members of the Board at any one time. The members of the Board shall be elected according to the procedure set forth in Article IV of these By-Laws.**

**Section 3. REMOVAL OR RESIGNATION OF OFFICERS - An officer of the Club may be removed from office if the majority of the remaining board members agree that it is in the best interest of the club. He may also resign. In the event an officer is absent from three consecutive meetings without giving prior notice to the Secretary, the position shall be declared vacant. Such vacancy shall be filled in by a Substitute elected by the Annual Meeting**

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or a member can be elected by the board at the next board meeting and take over the position for the rest of the term.

**Section 4. THE PRESIDENT** - It shall be the duty of the President to convene and preside over all Board meetings of the Club.

**Section 5. THE VICE PRESIDENT** - In the absence of the President, the Vice President shall act in his place. In the event of the vacancy of the office of the President, for whatever reason, the Vice President shall preside over all meetings of the Club until the next scheduled election of officers.

**Section 6. THE TREASURER** - It shall be the duty of the Treasurer to receive all Club funds and to deposit same in the bank. He shall keep a ledger or book of account and shall render a fiscal report at each regular Board meeting. Upon expiration of his term of office, he shall surrender to his successor any and all monies, books, documents, papers and other properties belonging to the Club in his possession. The Treasurer shall disburse the Club funds under the direction of the Board of Directors.

**Section 7. THE SECRETARY** - The Secretary shall keep the minutes of the Club and Executive Committee meetings in journals provided for this purpose and kept on hand at all meetings. The Secretary shall keep a current listing of all members of the Club and this list must be on hand at all meetings.

**Section 8. THE COMMITTEE COORDINATORS** - The Committee Coordinators shall on behalf of the Board maintain contact to Active Committees and make sure that proper reporting to the Board is taking place by Committee chairmen.

**Section 9. MEETINGS OF THE BOARD** - Minutes of all meetings of the Board shall be taken by the Secretary and kept on hand at all meetings of the Board. A quorum of the Board shall be three and if less than a quorum is present, a plurality of those officers present may adjourn the meeting without further notice. Decisions made by the Board are made by regular voting, and the President's vote is decisive in case of an even vote. The first meeting of the Board shall be held within 21 days after the Annual Meeting of the Club for the purpose of preparing a tentative program and budget for its term of office.

Regular meetings of the Board shall be held at least bi-monthly, except for July and August, and special meetings may be called by the President or any three of its members. The members of the Board can request two weeks' verbal or electronic notice prior to a regular Board Meeting.

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**Section 10. ACTIVITY COMMITTEES APPOINTED BY THE BOARD** - The President and the Board may appoint any activity committee to help the Board and the Club carry out its functions. The chairman of such committees shall report to the Members at the Annual Meeting, and to the Board at their regular or special meetings.

### **ARTICLE III THE MEMBERS**

**Section 1. PERSONS ELIGIBLE FOR MEMBERSHIP** - Persons eligible for membership shall be individuals who are interested in furthering the purposes of the Club as stated in the Objectives.

**Section 2. CLASSIFICATION OF MEMBERSHIP** - Members shall be of three categories: Active, Life and Honorary.

**Section 3. LIFE MEMBERS** - Any active Member so designated by Board of Directors, or by a plurality vote of the Life and Active members, or by a plurality vote of the members present at the Annual Meeting. A Life member shall be a person who has made a special contribution to the welfare of the Club or who has advanced the objects for which it was organized. Life members shall have all the privileges of membership and are exempt from the annual fee.

**Section 4. HONORARY MEMBERS** - Any person so designated by a plurality vote of the Board of Directors or by a plurality vote of the members present at the Annual Meeting. Honorary members may consist of any persons who represent Denmark, Texas or The United States in an official capacity (i.e. Ambassador, Pastor, Consul etc.) and membership shall be good only for the length of time of that representation. An Honorary Member may enjoy the social privileges of the Club and are exempt of the annual fee, but may not vote or hold elective office.

**Section 5. ACTIVE MEMBERS** - Active members shall be those persons eligible for membership and desiring to participate in the affairs and activities of the Club who have been approved for membership by the Membership Committee, subject to criteria established by the Board of Directors and who have paid their current annual dues to the Club. Each Active Member shall be entitled to one (1) vote on each matter submitted to a vote by the Club.

**Section 6. TERMINATION OF MEMBERSHIP** - The Board of Directors, by a two-third vote of all its members, may suspend or expel an Active member for cause after the member has had an appropriate hearing.

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**Section 7. ANNUAL OR SPECIAL MEETINGS OF THE CLUB** - All meetings of the Club shall be conducted in accordance with Rules of Order set by the Board of Directors. Minutes of all proceedings of the Club shall be recorded by the Secretary and kept on hand at each meeting of the Club.

Notice of Annual and Special meetings of the Club shall be given in writing and shall specify the place, date, hour and the proposed items of business to be considered at the meeting. Such notice shall be mailed to all Life and Active members of the Club not less than two weeks prior to the meeting. Electronic mail is considered valid mail.

The Annual Meeting of the Club shall be held no later than March 31<sup>st</sup>, in the Greater Austin area. The Annual Meeting may be combined with a social or cultural event of general interest to the Members.

Special meetings may be called by the President with a plurality of the Board of Directors. At the request of 25% of the life and active membership of the Club, the President is required to call a Special meeting of the Club. Call for Annual Meeting or Special Meeting must be accompanied by an Agenda for the meeting. The agenda is set by the Board, however the agenda for the Annual Meeting must as a minimum include the following items:

1. President's Report for the Year
3. Treasurer's Financial Report for the Year
4. Approvals, and Discharge of Board of Directors.
5. Elections:
  - a) President (even years)
  - b) Vice-President (odd years)
  - c) Secretary (even years)
  - d) Treasurer (odd years)
  - e) Events Coordinator (even years)
  - f) Information Coordinator (odd years)
  - g) Two Substitutes (optional)
6. Next Board meeting / meeting interval

## ARTICLE IV ELECTIONS

**Section 1. ELECTION OF OFFICERS** - Election of Officers of the Club shall be conducted at the Annual Meeting.

All nominations for office take place at the Annual Meeting by the Life and Active membership and requires acceptance by the nominee prior to the Vote. Any member over the age of 18 can nominate himself for office. If requested by at least one member, Votes at the Annual Meeting must be cast in writing.

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### **ARTICLE V FINANCIAL AFFAIRS**

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**Section 1. FISCAL YEAR** - The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**Section 2. DUES** - The Board of Directors shall determine the amount of the annual dues payable to the Club by its members. Dues shall be payable in advance on the last day of March of each and every year.

**Section 3. EXPENSES / CHECKS** - All expenses and checks must be approved by two Officers, one of who must be the President or the Treasurer. No officer can, on his own, approve any club expense.

**Section 4. DEPOSITS** - All funds of the Club shall be deposited in such bank, trust company or other depository as the Board of Directors may approve.

**Section 5. SPECIAL FUNDS** - The Board of Directors may determine by resolution that certain funds of the Club shall be set aside for special purposes. No withdrawals can be made from such fund unless approved by the Board of Directors and signed by both the President and the Treasurer of the Club.

**Section 6. DISSOLUTION OF THE CLUB** - In the case of dissolution of the Club, all funds, properties and other assets shall be deposited of and donated to charities of the members' choice in accordance with the purposes of the Club as set forth in the Preamble of these By-Laws.