

# Bylaws of Finlandia Foundation

## Baltimore Area Chapter

### I.

NAME: This Chapter shall be known as the Finlandia Foundation Baltimore Area Chapter, an organization which is cultural in nature, non-political and non-profit, herein after referred to as "The Chapter."

### II.

PURPOSE: Cultivating closer relations between Finland and the United States; strengthening the friendly bonds between Finnish-Americans and others interested in Finland; supporting the cultural activities of Finnish-American societies and churches; assisting the Finnish educational institutions; helping to develop and maintain Finnish-American museums, libraries and monuments in the United States of America; assisting the interchange of students, teachers, lecturers, publications, art, music and science between the United States of America and Finland; and advancing Finnish culture in America and American culture in Finland.

### III.

OFFICERS AND DUTIES: The officers of the Chapter shall be a President, a Vice-President, a Secretary, and a Treasurer.

a. The President shall preside at all meetings of the Chapter and of the Board of Directors. In his absence, his duties shall devolve on the Vice-President. The President may appoint such additional persons or committees for such purposes as he or she deems necessary in connection with the purposes of the Chapter. Such persons and committee members shall be members in good standing of the Chapter.

b. The Vice-President shall have such duties as are assigned by the President.

c. The Treasurer shall have custody of all the funds of the Chapter. When necessary and proper, he or she shall endorse on behalf of the Chapter, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Chapter

in such bank or depository as the Board may designate, he or she shall sign all receipts and vouchers for payments made to the Chapter. The Treasurer shall sign checks made by the Chapter and shall pay out and dispose of the same under the direction of the Board. In the absence of the Treasurer, the President shall be authorized to sign or endorse checks made by or to the Chapter. The Treasurer shall enter regularly in books of the Chapter to be kept by him or her for the purpose, full and accurate account of all moneys received and paid by him or her on account of the Chapter, he or she shall at all reasonable times, exhibit his books and accounts to any director of the Chapter upon request, he or she shall perform all actions incident to the position of treasurer, subject to the control of the Board of Directors. The Treasurer shall render an annual report at the time of the Annual Meeting, a quarterly report and such special reports as may be required of him or her by the Board.

d. The Secretary shall attend to all general correspondence for the Chapter under the direction of the President, keep an updated membership list, keep a minute book of all meetings of the Board, and the Chapter, and shall have such duties as are assigned by the President.

#### IV.

**BOARD OF DIRECTORS:** The Board of Directors shall consist of the four officers designated above and three members elected at large from the Chapter membership. The business and property of the Chapter shall be controlled by the Board. Decisions of the Board shall be by majority vote of those present. A majority of the Board shall constitute a quorum. The Board may take all steps and do all things necessary for the administration of Chapter affairs pursuant to the provisions of these bylaws and the Constitution and bylaws of Finlandia Foundation, Inc. The board is authorized to fill any elective position of this Chapter between annual elections.

#### V.

**ELECTIONS:** Elections shall be held annually during the month of December. Each officer, plus the three members at large, shall be elected. Election shall be by majority of those voting. All members in good standing may vote. The election shall occur at a meeting place in the Baltimore area. The President of

the Chapter shall publicize the location and time of such election by one or more of the following: timely notice in the Chapter newsletter, by oral announcement at the preceding meeting of the Chapter and such other means as he or she deems appropriate. At least sixty (60) days prior to the date of the Annual Meeting, the President shall, with the advice of the Board, appoint a Nominating Committee for the purpose of preparing a slate of candidates for Chapter officers and members of the Board. The formation of the Committee and its membership shall be promulgated to the Chapter. The report of the Nominating Committee containing the list of candidates and the offices for which nominated shall be promulgated to the Chapter at least thirty (30) days prior to the date of the Annual Meeting to be voted on by the membership. An additional list of candidates may be submitted to the Nominating Committee by a petition bearing the signatures of five or more active members and such candidate or list of candidates shall be submitted as candidates in the report of the Nominating Committee; provided that such petition has been received by the Nominating Committee at least thirty (30) days prior to the date established for the Annual Election Meeting in December.

#### VI.

TERMS OF OFFICE: Officers and other Board members shall begin their duties on January 1st following their election in December. The term of all officers and board members within the Chapter shall be for one year and shall terminate on December 31. Outgoing officers and other Board members shall cooperate in every way with incoming officers and other Board members to best achieve the purpose of the Finlandia Foundation.

#### VII.

MEMBERSHIP: Membership shall be open to all who support the purposes of the Finlandia Foundation and who agree to abide by these bylaws. Applications for membership shall be sponsored by a member in good standing. Failure to pay dues in a timely manner and any other failure to abide by these bylaws shall be grounds for omission from the membership list and denial of all privileges of membership. Delinquent members may be reinstated by payment of the entire current year's dues.

#### VIII.

MEETINGS: There shall be at least four meetings of the Chapter annually, including an annual election meeting, and they shall be held at a place in the Baltimore area designated by the President. The meetings shall include a business portion and a discussion, lecture, film, exhibition or other event which in the judgment of the President with the advise of the Board shall best promote the purposes of the Finlandia Foundation. Board meetings shall be held as designated by the President. The following shall be the order of

business at Board meetings:

1. Reading of the minutes of previous meetings.
2. Reports of officers.
3. Reports of committees.
4. Unfinished business.
5. New business.
6. Adjournment

IX.

FINANCIAL: Dues covering applications of new members approved in the last quarter of the year, October-December shall be considered as dues paid for the following year. Annual dues shall be payable by December 31st for the following year and in the amount as shall be determined by the Board. Financial obligations shall not be incurred on behalf of the Chapter except upon approval of the Board, unless otherwise provided for under the bylaws, and then only to the extent of funds available in the Treasury to cover such obligations. Financial obligation incurred in the normal transaction of Chapter business up to and including the sum of one hundred (\$100) dollars may be approved by the President. Expenditure of sums in excess of that amount shall be made only with the approval of the Board.

X.

MEMBERSHIP LISTS: Membership lists of the Chapter shall not be provided to anyone without good cause and without the approval of the Board. In no event shall they be provided to any commercial organization.

XI.

RESTRICTIONS ON ACTIVITY: The Chapter shall not act as agent or on behalf of any subversive organization or person or otherwise engage in activities inconsistent with the purpose of the Finlandia Foundation or these bylaws. The Chapter shall not act as agent for, or on behalf of, any foreign government. The Chapter may accept gifts provided they are unconditional or subject to conditions consistent with the purposes of the Finlandia Foundation and these bylaws.

XII.

AMENDMENT: These bylaws may be amended by majority vote of any regularly scheduled meeting of the Chapter provided and announcement is made of the intent to amend the bylaws by notice in the Chapter newsletter or announcement at a chapter meeting next preceding the meeting at which the amendment is to be considered for adoption. Amendments to these bylaws, not inconsistent with the Constitution of the Finlandia Foundation, may be proposed by a majority vote of the Board, or upon receipt by the President of a petition signed by not less than ten percent of the total membership of the Chapter.

### XIII.

DISSOLUTION: Upon dissolution of the Chapter, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Chapter, dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organizations or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) or the Internal Revenue Code.