

# BYLAWS

## REBILD NATIONAL PARK SOCIETY, INC.

### ARTICLE 1 - NAME AND PURPOSE

#### **Section 1**

The name of this Corporation shall be the "REBILD NATIONAL PARK SOCIETY, INC."

#### **Section 2**

The Society is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. The Society was established to celebrate and commemorate the Danish emigration to the United States of America and the ideals of freedom, which called forth this emigration, and, most especially, to commemorate American Independence Day each July Fourth at Rebild National Park, Denmark. Furthermore, the Society works to strengthen and support the friendship, solidarity and cultural ties between the people of Denmark and the people of the United States of America. In addition the Society controls and manages the property owned by the Corporation; cooperates and assists in improving the assets of said Rebild National Park and environs; and collects and expends moneys and signs benefactor and/or sponsor agreements for any and all said purposes.

No part of the net earnings of the Society shall inure to the benefit of any director of the Society, officer of the Society, or any private individual (except that reasonable compensation may be paid for services tendered to or for the Society affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

#### **Section 3**

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Society shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

#### **Section 4**

The Board of Directors may from time to time deposit gifts and bequests into special accounts restricted for purposes designated by grantees, provided such purposes do not conflict with the purposes of the Society enumerated above. The Board may refuse to accept any restricted funds.

## **Section 5**

Upon dissolution of the Society or the winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization 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) of the Internal Revenue Code of 1986, or corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Society 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.

## **ARTICLE 2 - MEMBERS**

### **Section 1**

Individuals, firms and organizations wishing to support the objectives of the Society may be admitted to membership. A firm or organization shall be represented by a designated person who is chosen by the firm or organization.

### **Section 2**

Each membership must be approved by the Secretariat in Rebild or by the Corporate Secretary in the US.

### **Section 3**

Membership in the Society shall be individual, youth, couple/household, firm or organization, life or honorary.

### **Section 4**

The Board of Directors shall determine the annual fees for the types of memberships outlined in Section 3 above. A member who has failed to pay the annual fee to the Society by April 30<sup>th</sup> may have their membership privileges discontinued.

### **Section 5**

The Board of Directors may by the affirmative vote of at least eleven (11) members:

- a. Confer an honorary life membership to a deserving individual.
- b. Terminate any membership, but only through due process, giving the member proper notice of the charges brought against him or her, adequate opportunity to respond, and a proper hearing to which the member shall be entitled to bring counsel.
- c. The President with the consent of the Board may grant the title of Honorary President to a deserving person.

## **Section 6**

Members may form local Chapters of the Rebuild National Park Society. The Chapters shall provide for their own day to day management under uniform bylaws established by the Society's Board of Directors, which shall also ensure that the Chapters are governed by the principles of the Rebuild National Park Society as expressed herein. The Board may in its discretion revoke Chapter status in the event it finds a Chapter in violation of the foregoing principles or its own bylaws.

## **ARTICLE 3 -VOTING RIGHTS**

### **Section 1**

Each member in good standing shall be entitled to one vote in all of the Corporation's matters not otherwise reserved for the Board of Directors pursuant to these Bylaws, and shall be eligible to hold office. A household membership is entitled to two votes.

### **Section 2**

Honorary members elected from among the membership shall retain their right to vote.

## **ARTICLE 4 - BOARD OF DIRECTORS**

### **Section 1**

The affairs of the Society shall be under the general control and management of the Board of Directors, consisting of the President and seventeen (17) members divided into three (3) classes with staggered terms:

A: 4 members residing in the US and 3 members residing in Denmark

B: 3 members residing in the US and 2 members residing in Denmark

C: 3 members residing in the US and 2 members residing in Denmark

### **Section 2**

Election to the Board of Directors is for a term of three (3) years. To assure continuity on the Board of Directors, the terms of all the Board Members of one of the classes expire each year, class 'A' in year one, class 'B' in year two, and class 'C' in year three.

No Director may serve as a member of the Board for more than two (2) consecutive terms, and shall not again be eligible until one term period has elapsed.

### **Section 3**

Members elected to the Board of Directors as provided in Article 7 below, shall immediately commence their term upon the announcement of their election at the Annual Membership Meeting and shall hold office until their successors are duly elected.

#### **Section 4**

A Director can be removed at any time with or without cause by the affirmative vote of two thirds (2/3) of the Board Members and voted either in person or by proxy at a membership meeting. No Director shall be removed at a meeting of the membership entitled to vote, unless the written notice of such meeting is delivered to all members entitled to vote on removal of Directors. Such notice shall state that the purpose of the meeting is to vote on the removal of one or more of the Directors named in the notice. Only the named Director or Directors may be removed at such a meeting.

#### **Section 5**

In the event of a vacancy on the Board of Directors, the President in consultation with the Vice President from the same country as the departed member shall fill the unexpired portion of the term with a candidate from the same country.

#### **Section 6**

The Board of Directors may delegate any of its powers to such committees as the President may appoint from time to time. The President shall be an ex-officio member of all committees except the Nominating Committee.

#### **Section 7**

The Annual Organization Meeting of the Board of Directors shall be held immediately after the Annual Membership Meeting. There shall be two additional regular meetings of the Board of Directors, one immediately preceding the Annual Membership Meetings and one in combination with the Rebuild Festival. Written notice of meetings of the Board must be sent out not less than twenty-one (21) days and not more than sixty (60) days before the meeting.

#### **Section 8**

Special Board of Directors Meetings may be called by the President or shall be called at the written request of any six (6) Board Members. Written notice of Special Board of Directors Meetings must be sent out not less than twenty-one (21) days and not more than sixty (60) days before the meeting.

#### **Section 9**

At all Board meetings a quorum shall consist of six (6) Directors and the President. Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation through such means shall constitute attendance and the person considered as present at the meeting. A motion must have the majority of votes cast in order to carry. No Director may act by proxy or by absentee ballot at any meeting of the Board of Directors. The President shall be a member of the board and has one vote.

#### **Section 10**

All Board of Directors' meetings will be conducted following simple democratic procedures for obtaining a decision by the majority. Any member of the Board may call for a vote on any issue.

## **Section 11**

The President, with the consent of the Board of Directors of the Society, may delegate authority and/or responsibility to one or more committees. There shall be three standing committees each year: Executive, Nominating and Finance, in addition to Ad Hoc Committees as required. The Executive Committee and the Finance Committee shall consist of the President, two Vice Presidents, and two appointed members, one from the US and one from Denmark. The President with the consent of the Board of Directors shall appoint all committee members of any committee. The President cannot be a member of the Nominating Committee.

## **Section 12**

The Board of Directors may authorize any officer or officers or agent or agents of the Society to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers or agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and two (2) Vice Presidents of the Society. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select. Any signatures authorized by this Section are permitted to be made via electronic signature.

## **ARTICLE 5 - OFFICERS**

### **Section 1**

A President is elected by the Board for a five (5) year period, which can be extended by a majority of the Board for one (1) year at a time. Two (2) Vice Presidents shall be appointed by the Board at the Annual Organization Meeting of the Board immediately following the Annual Membership Meeting, take office immediately and serve for one (1) year. The President shall hire a Secretary General who is responsible for the Secretariat of the Society. Furthermore the President shall retain a Danish Public Accountant and a Corporate Secretary for the U.S. as well as Legal Counsel for the U.S. The above hiring and appointments by the President shall be subject to Board of Directors approval. Appointments other than the President and the two (2) Vice Presidents cannot be members of the Board. Spouses of Board Members and/or appointed officials cannot serve on the Board at the same time.

### **Section 2**

The President shall preside at all Membership and Board of Directors Meetings and perform such other duties as may be assigned by the Board of Directors. The Secretary General shall manage the Corporation's Secretariat, according to job description, and the President can assign him or her other administrative functions from time to time as he or she may deem necessary. The Secretary General cannot be a member of the Board of Directors.

### **Section 3**

In the absence of the President, one of the Vice Presidents shall perform his or her duties. The Vice Presidents for Denmark and the US shall report directly to the President. They shall be responsible for assisting Chapter Presidents in their respective countries and promote the establishment of new chapters where possible and shall perform such other duties as may be assigned by the President.

### **Section 4**

The Corporate Secretary shall have custody of the records of members residing in the United States. The Corporate Secretary shall collect and forward to the Secretary General dues from the members residing in the United States. He or she shall be responsible for all necessary reports and filings made on behalf of the Corporation with the public authorities. The Corporate Secretary shall be responsible for recording minutes of all meetings of the members and the Board of Directors. In his or her absence the presiding officer may appoint a substitute. The Corporate Secretary, who shall reside in the United States, shall perform these and other duties as may be assigned from time to time by the President. The Corporate Secretary cannot be a member of the Board of Directors.

### **Section 5**

The Secretary General shall have custody of the Society's funds, which he or she shall record, collect and disburse. He or she shall be responsible for the Corporation's financial records and shall submit an audited annual financial report at the Annual Membership Meeting. The Secretary General shall also perform such other duties as may be assigned by the President. The Secretary General shall reside in Denmark.

### **Section 6**

The fiscal year of the Corporation is January 1<sup>st</sup> through December 31<sup>st</sup>.

### **Section 7**

If the Board of Directors decides that an officer is to provide a surety bond, the premium shall be paid by the Society.

## **ARTICLE 6 – SIGNING AUTHORITY**

The signing authority for the corporation shall belong to the President together with the two (2) Vice Presidents or the Board of Directors, as required.

## ARTICLE 7 - ELECTIONS

### **Section 1**

No later than September 1<sup>st</sup>, the President with the consent of the Board of Directors shall appoint Nominating Committees for the United States and Denmark. The Nominating Committees shall be assigned the duty of presenting a slate of nominees, all of whom must be members in good standing to be voted on at the next Annual Meeting. The Board of Directors shall establish guidelines for the Nominating Committees' conduct of business.

### **Section 2**

The American Nominating Committee shall consist of a chairperson and two (2) people, all members and residing in the United States. The Danish Nominating Committee shall consist of a chairperson and two (2) people, all members, all residing in Denmark.

### **Section 3**

No later than November 1<sup>st</sup>, the Chairperson of each committee shall submit to the Secretary General or the Corporate Secretary, with copy to the President, a list of nominees residing in the United States and Denmark respectively. These lists must contain the signature of each member of the respective Nominating Committee.

The Secretary General and the Corporate Secretary, after having determined that the submitted lists comply with the requirements of these bylaws and the guidelines established by the Board of Directors, shall certify them as such and immediately forward them to the Secretariat. In the event that the Secretary General or the Corporate Secretary find that either or both of the submitted lists do not formally comply with the procedural requirements, they shall before November 15<sup>th</sup> so notify the Nominating Committee(s) and the President, stating the reasons therefore. Such lists shall be re-submitted by the Nominating Committee(s) prior to December 1<sup>st</sup>.

### **Section 4**

Prior to submitting their lists of nominees, the chairperson of the Nominating Committees shall obtain acknowledgement in writing from each nominee that such nominee will serve if elected, and that the nominee has been advised of the possibility that he or she may be entering a contested election. The chairperson shall also obtain from each nominee a short resume consisting of not more than twenty (20) lines, as well as a personal statement consisting of not more than ten (10) lines, which will be published in the year-end annual issue of the Society's RebuildNews. A label with the member's name and address will be printed on the ballot. Each paid up membership is entitled to vote for the candidates of their choice according to Article 3, Section 1.

### **Section 5**

The Secretary General and the Corporate Secretary shall publish the names and addresses of the Nominating Committees in the RebuildNews sent before the end of September, by email, or by letter to all members during that same period in order to enable the voting membership to submit suggestions for nominees to the committee(s).

## **Section 6**

Ballots must be received by March 1<sup>st</sup>. The Secretary General and the Corporate Secretary must individually verify that each ballot is legal.

## **Section 7**

The Secretary General and the Corporate Secretary shall safeguard all received ballots until the Annual Membership Meeting, when they will be forwarded to the Teller's Committee. The President shall appoint a Tellers Committee of two (2) to six (6) members from the US and Denmark prior to the Annual Membership Meeting. Neither the chairperson nor any members of the committee may be a candidate for the election.

## **Section 8**

The President will open the Election Meeting to nominations from the floor if the Tellers Committee reports that there are not enough nominations by ballot to fill the number of vacancies. Nominees from the floor will acknowledge that they will serve if elected.

# **ARTICLE 8 - MEMBERSHIP MEETINGS**

## **Section 1**

There shall be two stated membership meetings per year:

- a. The Annual Membership Meeting (Election Meeting) usually held during the first five (5) months of the year.
- b. The Membership Meeting held in Rebild between July 1<sup>st</sup> and July 5<sup>th</sup>.

## **Section 2**

The President may call Special Membership Meetings, Extraordinary or Special Board Meetings.

## **Section 3**

Announcement of the Annual Membership Meeting shall be published in the annual year-end issue of RebildNews and be sent to all members entitled to vote. The announcement, postal or email, must state the location, date and time of the meeting. In the case of an Extraordinary Meeting the announcement must be sent no less than twenty-one (21) and no more than sixty (60) days before the meeting.

## **Section 4**

At all Membership Meetings, members may vote in person or by signed proxy. Meetings with one twenty-fifth (1/25) of eligible votes shall constitute a quorum.

## **Section 5**

The agenda at all meetings follows the order below:

1. Review and approval of minutes
2. Reports from Officers, President and Standing Committees
3. Reports from Special Committees
4. Unfinished business
5. New business

## **ARTICLE 9 – INDEMNIFICATION AND INSURANCE**

### **Section 1**

The Society may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a director, officer, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

### **Section 2**

The Society may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Society, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### **Section 3**

To the extent that a director, officer, employee or agent of the Society has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article 9, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

### **Section 4**

Any indemnification under Sections 1 and 2 of this Article 9 (unless ordered by a court) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article 9. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

### **Section 5**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society as authorized in this Article 9.

### **Section 6**

The indemnification provided by this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

### **Section 7**

The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against such liability under the provisions of this Article 9.

## ARTICLE 10 - MISCELLANEOUS

### **Section 1**

These Bylaws may be changed, amended or revoked by a two thirds (2/3) vote of the Board of Directors and subsequently ratified by a two thirds (2/3) vote of the voting members present or by proxy at any meeting at which a quorum is present.

### **Section 2**

These Bylaws shall be construed and applied according to the laws of the State of Illinois where the Corporation is incorporated.

### **Section 3**

The Corporation does not have a corporate seal.

Approved by the Board of Directors: April 10, 2016.

Ratified by the Members of the Society: July 5, 2016.

Effective date: July 5, 2016.

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*Jesper Jespersen, President  
Rebild National Park Society*