



# DANIA SOCIETY OF CHICAGO

Founded in 1862

## CONSTITUTION AND BY LAWS

**PAR. 1: The name of the organization shall be DANIA SOCIETY of Chicago.**

**PAR. 2: The purpose of the society shall be:**

- A. To promote and support social, cultural and traditional activities among persons and organizations of Danish heritage.
- B. To promote and support educational, charitable and other worthy causes.
- C. To promote, support and honor the relationship between Denmark and the United States of America.
- D. The Society may acquire and dispose of real and personal property, except that transactions over \$2,500.00 require a majority vote by a quorum of the Core membership.

**PAR.3: Membership shall be defined as follows:**

- A. Core members must be Danish or of Danish descent, not less than 21 years old. A Core member may vote and hold office.
- B. Associate members must be at least 21 years old and need not be Danish. An Associate member may not vote or hold office.
- C. All core and Associate members may serve on committees.
- D. Core and Associate membership initiation fees and dues charges will be established by the Board of Directors from time to time and shall be paid annually by January 1st.
- E. Members with dues in arrears are not eligible to vote.
- F. Any member with dues one (1) year in arrears shall be removed from the active member list and notified accordingly via first class mail.

**PAR. 4: A General Assembly of the Core membership shall be held annually, the last Tuesday of October at 8 p.m.:**

- A. To elect Directors.
- B. To receive written activity or status reports from Officers and Chairmen of the various committees.
- C. To receive written petitions from the Core membership and to conduct other appropriate business for the good of the Society.
- D. Notice of a General Assembly or other Special Core member meetings must contain an agenda and be mailed not less than 14 days in advance.

**PAR. 5: The Board of Directors:**

- A. The number of directors shall be 25% of the Core membership but not less than four (4), or more than twelve (12) Core members. The calculation shall be based on the Core membership count no less than 60 days prior to the election and shall be rounded down if the sum is not a whole number.



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- B. The Board of Directors shall have the authority, by majority vote, to do all things deemed necessary, consistent with the By Laws, to manage the Society and its affairs.
- C. The President or acting President may vote as Directors.
- D. The term of a director shall be two (2) years. The terms shall be staggered in order that one-half of the Board is elected at the annual General Assembly.
- E. Appointments to fill vacancies on the Board of Directors shall be made by the President for the term remaining no later than 90 days after the date the vacancy occurred. A majority of remaining Directors must concur in the selection. If, after two (2) votes the appointment remains unresolved the determination will be made by the flip of a coin.

## **PAR. 6: The Officers**

- A. The officers shall consist of a President, a Vice-President, a Secretary and a Treasurer.
- B. Officers are elected for a one (1) year term and may be reelected indefinitely, except that the President may only serve for three (3) consecutive terms.
- C. Officers shall be selected by the Core membership at the meeting of the General Assembly in October. The immediate past President or Vice President or Treasurer or Secretary in the order indicated will preside over the selection of officers.
- D. The order of selection shall be President, Vice President, Treasurer and Secretary.
- E. It shall be the duty of the President to set the time and place, in Cook County, Illinois, for meetings. Also to set the agenda, preside over meetings, and appoint committee chairman.
- F. It shall be the duty of the Vice President to assist the President and to perform the duties of the President, if necessary, and to be Chairman of the Auditing Committee.
- G. It shall be the duty of the Secretary to record and preserve the minutes of all meetings and other records of the Society and to send the latest minutes and notices of meetings of the Board of Directors at least fourteen (14) calendar days in advance, including such other duties as appropriate for the good of the Society,
- H. It shall be the duty of the Treasurer to handle all receipts and disbursements and to safeguard all the financial assets of the Society. He shall provide signed written income and Expense reports and a Balance Sheet to the Board at each meeting and to maintain copies of such reports in a permanent file, including such other duties as necessary for the good of the Society.
- I. In the event an Officer position becomes vacant, the Board of Directors shall select a replacement from among themselves, no later than the first (1st) regular meeting following the date of the vacancy.

## **PAR. 7: Regular Board Meetings:**

- A. The Board of Directors must meet no less than four (4) times a year.
- B. The time and place of meetings for the year will be set by the President at the first regular meeting after the General Assembly in October, with the concurrence of the Board of Directors.
- C. Core members may attend and observe Board meetings, but may not participate unless invited by the presiding Officer or a majority of the Board members present.
- D. Associate members have no status at a Board meeting.



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## PAR. 8: Elections:

- A. The election of Board members shall be by ballot cast by Core members only at the annual General Assembly.
- B. Board members and Officers shall serve without compensation except for Board approved expenses.
- C. A quorum must be present to conduct an official election.
- D. No proxy voting is allowed.

## PAR. 9: Committees:

- A. The President shall appoint the Chairman of the various Standing and Special committees with the advice and consent of the Board of Directors.
- B. A Chairman must be a member of the Board.
- C. A Chairman shall select committee personnel, if any from Core or associate members of the Society. Names of committee members shall be submitted to the Board for the record.
- D. A Board member may chair more than one committee and may also be an Officer.
- E. The Standing Committees shall be:
  1. Social committee - shall be charged with planning and executing arrangements for all sanctioned events including such other duties as appropriate to the task.
  2. Membership committee - shall be charged with maintaining a current record of all Core and Associate member designations and to include name, address, phone, vocation, birth date and place and such other information as necessary for the good of the Society. Any Core member may submit an application on behalf of a prospective member for approval by the Board. The committee shall solicit the payment of dues and maintain a record of each member's dues status. Membership status and statistics shall be reported to the Board at each meeting in writing. A current roster of the membership shall be submitted to the Board at least sixty (60) days prior to the annual General Assembly meeting.
  3. Publicity committee - shall be charged with designing, printing and mailing of flyers and publishing of advertisements and news articles and other publicity for the good of the Society.
  4. Nominating committee - shall be charged with obtaining candidates from the Core membership with the skills, time, enthusiasm and willingness to serve on the Board of Directors. To assist the President in selecting appointees to Board vacancies as may be required, including other appropriate duties for the good of the Society.
  5. Auditing committee - shall be charged with reviewing the accuracy and completeness of annual Income and Expense reports and verifying the various Balance Sheet Assets as reflected on the Treasurer's report. And shall submit a written verification to the membership at the annual General Assembly, including other appropriate duties for the good of the Society.
- F. Special Committees may be appointed by the President and shall automatically terminate in one (1) year or after its purpose had been served, whichever comes first.
- G. The President shall be an ex-officio member of all Committees.



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## **PAR. 10: Special Meetings:**

- A. Special Board or General Assembly meetings may be called by the President or any three officers.
- B. Written notice of the time, place and purpose must be provided at least fourteen (14) day in advance to all Directors or Core members as appropriate.

## **PAR. 11: Quorum:**

- A. A majority of the members of the Board of Directors must be present at any Board meeting to conduct official business on behalf of the Society.
- B. One quarter (1/4) of the Core membership constitutes a quorum necessary to conduct business at a General Assembly.

## **PAR. 12: Voting:**

- A. All votes shall be by secret ballot and decided by a simple majority of eligible votes cast at a meeting eligible to conduct business. An abstaining vote may not be counted as an eligible vote.
- B. The President or acting President may or may not entertain a motion to waive the use of ballots at any election or other meeting.
- C. The number of eligible voters present and the number of votes cast pro or con or abstaining must be recorded in the minutes of the meeting.
- D. The presiding officer shall appoint at least two (2) tellers to assist and to verify the count.

## **PAR. 13: Dissolution:**

- A. The Society can only be dissolved via a three fourths (3/4) motion, to be voted upon and passed at a General Assembly meeting at which three fourths (3/4) of the core members of the Dania Society are present.
- B. In the event of dissolution all assets of the Dania Society of Chicago shall be given, 1st to The Danish Home of Chicago, Illinois, if in existence, or secondly to The Danish Immigrant Museum in Elk Horn, Iowa, if in existence, or thirdly to Dana College in Blair, Nebraska, if in existence. All are tax exempt entities. No assets may be distributed to the membership. Representatives of an organization to receive assets may not vote on this matter.

## **PAR.14: Amendments:**

- A. This Constitution or By Laws may only be altered at a General Assembly meeting by a two thirds (2/3) vote of a quorum of the Core members present.
- B. A motion to alter the Constitution or By Laws of the Society must be signed by twelve (12) Core members and submitted to all Core Members not less than thirty (30) days prior to the date of the General Assembly.



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**PAR. 15: Errors or Omissions:**

- A. Robert's "Rules of Order" shall be the reference to assist in the resolution of inconsistencies or disputes.

**PAR. 16:**

- B. Core membership acceptance of this new Constitution and By-Law document voids and supersedes all previous rules and agreements of the Dania Society of Chicago.
- C. This new Constitution and By Law document was approved and accepted by the Core membership at a General Assembly on October 11, 2005.

This proposed new Constitution and By Law document was authored by Jerry E. Andersen and reviewed by Harvey Hoyer, Henrik Eriksen and Jorgen Laursen on February 22, 2005. This document was amended and approved by the Board on September 13, 2005, for acceptance by the Core membership.

! Ninth Draft

! Ninth Draft - February 22, 2005 - By J.E. Andersen,  
Harvey Hoyer, Henrik Eriksen and Jorgen Laursen.

Corrected March 13, 2005. Amended September 13, 2005.

Final review, editing and printing by J.E. Andersen on December 13, 2005.