

# FINNISH AMERICAN HERITAGE SOCIETY, INC.

## By-Laws

Adopted: April 1988

Amended: May 5, 2005; December 4, 2010; September 8, 2017; January 7, 2018; February 5, 2023;  
December 2, 2023

### Article I. Name and Address of Organization

1. Finnish American Heritage Society, Inc.  
76 North Canterbury Road, State Route 169, P.O. Box 252  
Canterbury, Connecticut 06331

### Article II. Purpose and Mission

1. The Finnish American Heritage Society, Inc. is a non-profit, non-partisan heritage organization founded in 1987. The purpose of the Society is to encourage members and participants from the community in learning about, preserving, and enjoying the Finnish-American traditions, customs, history, and cultural heritage. The society desires to promote better awareness and appreciation of Finnish contributions to American life, past and present, as well as Finnish contributions to the world.

### Article III. Values

1. The Finnish American Heritage Society aspires to these values:
  - a. Integrity: we communicate with honesty, openness and transparency.
  - b. Collaboration: we conduct our work with cooperation and mutual respect and work collaboratively with others on a local, state and national level to successfully meet our mission.
  - c. Stewardship: we present artifacts in ways that reflect honorably on the historical materials that have been entrusted to us.
  - d. Innovation: we continually seek fresh ways to meet our mission of connecting people to history.

### Article IV. Membership

#### A. Membership eligibility

1. Membership is open to any individual, family or organization interested in the purpose of the Finnish American Heritage Society, Inc., and who is willing to uphold its policies and subscribe to its by-laws will be accepted for membership.

#### B. Classes of membership:

1. Individual Members: Those persons who have paid their current annual dues. Each individual member casts one vote at the Membership Meeting.
2. Family Memberships: A family, of any number, who chooses this class of membership and pays their current annual dues. Only those family members who are 16 or older may vote at membership meetings.
3. Life Members shall be those persons of any age selected by the Board of Directors. In addition, each president of the organization and their spouse or partner becomes a life member at the completion of his/her term.
4. Honorary Members shall be those individuals or corporate associates as deemed appropriate by the Board of Directors.

C. Dues

1. Dues in an amount to be set by membership vote on recommendation of the Board of Directors are due and payable January 1 of each year.
2. The membership year shall be January 1 through December 31.
3. Any member 6 months delinquent will be removed from the newsletter mailing list and will be notified. Newsletter mailing will be reinstated when dues have been paid.
4. Any member two years delinquent shall be removed from the membership list.

**Article V. Officers**

A. List of Officers of Organization

1. President, Vice President, Recording Secretary, and Treasurer

B. Method of selection

1. Each officer shall be nominated by the nominating committee and/or by nominations from the floor.
2. Each person nominated must be an active member and is it recommended, but not required, that they have a minimum of one (1) full year of membership prior to the election.

C. Duties and Responsibilities

1. The duties and responsibilities of the officers of the society are, but not limited to:

President – The president acts as chief administrative officer and legal head of the organization, exercises supervision over the organization and all its activities, represents and speaks for the organization to other organizations and the public, presides at meetings, appoints committees, and signs correspondence and documents necessary to carry out the will of the organization.

The immediate past president will remain on the Board in any capacity for a period of one year.

Vice President – The vice president assumes the duties and responsibilities of the president in case of absence or incapacity of the president and can be assigned other specific duties.

Recording Secretary – The president and the recording secretary are recognized by law as the legal representatives of an organization. The recording secretary shall keep records, including attendance, of all proceedings of all meetings of the membership and the Board of Directors. The recording secretary shall maintain the official, original written or electronic record of all proceedings at the Finnish Hall located at 76 North Canterbury Road, Canterbury, Connecticut.

Treasurer – The treasurer is a signatory on each of the organization's accounts, funds and investments of the organization and handles the collection, safekeeping, and disbursement of all funds of the organization; maintains all financial records; assists in budget preparations; provides financial reports at meetings; and prepares a comprehensive report for Annual Meeting

**Article VI. Board of Directors**

A. Membership of Board

1. President, Vice President, Recording Secretary, Treasurer, Corresponding Secretary, Membership Secretary, and five (5) trustees elected from the membership.
2. Each elected member of the Board shall maintain an active membership in the Finnish American Heritage Society, Inc.
3. Board positions may be shared if necessary to ensure vacancies are filled upon recommendation of the Nominating Committee and membership vote.

B. Duties and Responsibilities of Board

1. The Board of Directors shall act for the membership during the interval between meetings with regard to matters requiring immediate attention.
2. The Board of Directors shall study all actions to be taken by the organization and make recommendations to the membership on matters not addressed during a regular membership meeting.
3. The Board of Directors cannot act on matters affecting the organization provided for in the by-laws independent of the membership.

C. Board Member Removal Process

1. If a Board Member misses two (2) consecutive board meetings or three (3) board meetings in the previous twelve months without an approved excusal by the President (or Vice President in the absence of the President), their removal status will be discussed and voted upon by the remaining board members. The President and/or Vice President are empowered to excuse board members from attendance. Neither the President or the Vice President can excuse themselves.
2. The question of removal would be raised and voted on at a subsequent board meeting. A two-thirds (2/3) ir majority vote is required by the remaining board members for the question of removal to pass. If any board member anticipates being absent at the time of the vote, an e-mail written note is acceptable, so that all board members have the opportunity to vote.
3. Prior to any board meeting at which a vote on removal will be made, the board member in question shall be given an electronic or written notification of the board's intention to discuss his/her case and the opportunity to be heard during the meeting.

**Article VII. Terms of Office**

A. Length of Term of Officers and Board Members

1. All elected officers, membership secretary, and corresponding secretary shall serve one-year terms.
2. Trustees serve two-year staggered terms, two (2) elected in even years and three (3) elected in odd years.
3. All elected officers and Board members shall be eligible for re-election if so nominated.

B. Vacancies

1. In the event an officer's or trustee's office becomes vacant, the Board of Directors shall appoint a replacement to serve until the next annual meeting.

**Article VIII. Nominations and Elections**

A. Nominating Committee

1. The Nominating Committee shall consist of three (3) members. Two (2) of those on the committee shall be elected by the membership; the third member of the committee shall be appointed by the Board of Directors in sufficient time to develop a slate of officers and trustees.
2. The committee shall interview prospective candidates and to secure their commitment to serve if elected.
3. The committee shall present the slate of officers and trustees to the membership at the Annual Meeting.

B. Time and Method of Election

1. Elections shall be held at the Annual Meeting in January.
2. The method of voting shall be by written ballot, if more than one nomination for any office.
  - a. If a member in good standing is attending the Annual Meeting virtually, a copy of the ballot will be emailed to them for electronic return to a member of the nominating committee within 24 hours.

3. Elections shall be held in a form approved by members at the annual meeting, in accordance with the most current edition of Robert's Rules of Order.

#### **Article IV. Meetings**

##### **A. Annual Membership Meeting**

1. The Annual Meeting of the Finnish American Heritage Society will be scheduled for the first Sunday of the new year at 1:30 p.m. In the event that the New Year's Holiday falls on the first weekend, the Annual Meeting will be scheduled for the second Sunday of the new year.
2. Members in good standing will be notified of the agenda for the Annual Meeting.

##### **B. Membership Meetings**

1. The Membership will meet at least four times a year. A committee consisting of volunteers from the Board and the Membership shall develop the annual FAHS calendar with consideration of holidays (Finnish and American) as well as community events, with attention to cultural and fundraising events. The calendar will be published by the first month of the new year in the Newsletter, on the website and shared with membership. Any changes made due to inclement weather and other factors will be communicated with the membership.
2. Special meetings may be called by the President or by the Board of Directors and shall be called upon written request of three members of the organization. The purpose of the meeting shall be stated and shall be sent to all members at least three weeks before the meeting.

#### **Article X. Quorum**

1. The quorum of membership meetings shall be 5% of the fully paid membership (members in good standing).  

A quorum of the Board of Directors shall be a simple majority.
2. At any Board or Membership meeting with a quorum established (in person and virtual), a vote will pass with simple majority.
3. Members participating by means of remote communication are deemed present at the meeting and may vote at the meeting on matters submitted to the members and on which the members are entitled to vote provided the organization has implemented reasonable measures to:
  - a. Verify that each person participating remotely is a member of the organization;
  - b. Provide opportunity for members to participate in the meeting and to vote on matters submitted to the meeting; including the opportunity to communicate and to read or hear the proceedings of the meeting;
  - c. The notice to members entitled to vote at a meeting shall describe the means of accessing the meeting.

#### **Article XI. Committees**

##### **A. Standing Committees of the Board**

1. Collection Management Committee
2. Maintenance Committee
3. Memorials Committee
4. Newsletter Committee
5. Public Relations/Marketing Committee
6. Scholarship Committee
7. Website and social media
8. And any other standing committee so appointed

##### **B. Ad Hoc Committees**

1. Any committee appointed by the Board of Directors to carry out specific duties to meet an immediate goal or purpose.

## **Article XII. Finances**

### **A. Budget**

1. The budget shall be prepared by an ad hoc committee to include the treasurer and shall describe each item as an independent line item to include committee budgets.
2. Budget preparations should include actual revenue and expense by line item for comparison to budgeted line items.
3. The budget proposal shall be distributed to the Board of Directors no later than the November Board meeting.
4. The Board shall correct, or amend, and vote on its acceptance at the December Board meeting. The budget proposal shall be presented and voted on at the Annual Meeting.

### **B. Financial Records**

1. All financial records shall be audited yearly by an auditing committee consisting of one (1) trustee and two (2) members who have an understanding of financial records. The committee shall be appointed by the Board of Directors.

### **C. Spending Cap**

1. Any standing or ad hoc committee provided with a budget shall be subject to limitations in spending.
2. Membership approval is necessary to authorize expenditures in excess of \$500 over budget or for an unbudgeted item or event.

## **Article XIII. Discipline**

1. Any member is subject to discipline in the event by-laws or State or Federal statutes have been violated by that member.
2. All members have the right to appeal acts or decisions rendered upon by the Board of Directors to the Board of Appeals.
3. Membership shall elect 5 members and 2 alternates to the Board of Appeals.

## **Article XIV. Parliamentary Authority**

### **A. Provision for Adoption**

1. The most recent addition of Robert's Rules of Order shall remain the parliamentary authority in its original adoption of by-laws on April 7, 1988; the most recent edition that shall remain the parliamentary authority.

## **Article XV. Amendments to By-laws**

### **A. Notice, Form**

1. A committee will be appointed by the Board of Directors to review the By-Laws every five years.
2. Any proposals to amend the by-laws shall be introduced and submitted to the recording secretary in writing or at a Board Meeting while new business is being addressed. A motion to consider the proposed amendment will then be made.
4. If approved, a By-Laws committee shall be appointed to study the proposed amendment and report its recommendation to the voting body.

4. No amendment shall be adopted that violates the Certificate of Incorporation or any action taken which would jeopardize or prevent the organization from qualifying as an exempt organization as provided for under Section 501(c)(3) of the Internal Revenue Codes and Regulations as they now exist or may hereafter be amended.
- B. Vote Required
1. Two-thirds (2/3) majority of the membership present (in person or virtually) shall be necessary for adoption of any amendment.
- C. When By-Laws go into effect
1. Amendments shall become effective immediately upon adoption unless otherwise provided for in the By-Laws or amendment itself.
- D. Notice to Members
1. After an amendment proposal has been reviewed by the By-Laws committee and deemed appropriate, a notice shall be forwarded to all members at least 30 days prior to date of action either by mail, e-mail, at a meeting, or through the society newsletter detailing the proposed amendments and the date action will be taken on the motion.
  2. No action shall take place if proper notice has not been made.

#### **Article XVI. Property and Assets**

1. Real and/or personal property in the custody of the organization cannot be donated, transferred, sold, or otherwise disposed of without a vote of the membership.
2. Any items donated to the Heritage Center/Archives/Museum/Library will be cataloged and displayed, preserved, donated or disposed of according to the policy and procedures of the Collection Management Committee.
3. The real and/or personal property may be donated, transferred, or paid over and delivered in such proportion as the Board of Directors shall determine, to one or more Finnish Heritage organizations, other historic, or educational organizations, or the State of Connecticut Historical Society. Such action shall require dissolution of the organization and must comply with all Internal Revenue Codes, regulations, and statutes of the State and Federal governments as they apply to tax-exempt organizations.
  - a. Upon dissolution of the organization, no member or officer of the organization shall receive profit or derive benefit from the disposition of the organization's assets.

#### **Article XVII. Heritage Center**

1. As the membership may direct, a complete and accurate inventory of items, photographs, books, and other properties shall be made and shall be filed in a manner allowing access to the members of the organization.