

**ARTICLE 1  
MEMBERSHIP**

1.1 General.

The membership of the Norwegian Commercial Club shall consist of business people, professional people and others of recognized high standing and attainment.

1.2 Membership Application.

Application for membership shall be in writing, signed by the applicant and by the member recommending him, and delivered to the Membership Secretary. The Membership Secretary shall review the qualifications of the applicant with the Membership Committee and the Board, and request approval of the application from the Board of Trustees (the Board). Approval shall be evidenced by the signature of at least three Trustees. Failure to obtain this minimum number of signatures shall constitute rejection of the application. The application shall be retained by the Membership Secretary and be made the basis of the membership record.

1.3 Initiation of Members.

A prospective member whose application has been approved by the Board and whose initiation fee and membership dues have been paid shall be eligible for initiation and acceptance into membership at a regular meeting of the Club subsequent to that at which his application was submitted. The prospective member shall be interviewed. They shall state their name, occupation, family status and general qualifications for membership. They shall be accepted into membership by a majority vote of the members present.

1.4 Termination of Membership.

Membership shall be terminated by resignation from the Club or by failure to remit dues as provided in Article X. Any member delinquent on August 31 of a year shall automatically cease to be a member, provided at least two notices of dues payable for such year were mailed to the member.

1.5 Reinstatement.

A former member may be reinstated by payment of regular dues for the current year and for the last previous year. If the membership was terminated by resignation while the member was not delinquent, they may be reinstated by the payment of dues for the current year only. In each case the initiation fee shall be waived.

1.6 Life Membership.

Life membership may be conferred on any member who has been a regular member for 40 years.

1.7 Honorary Members.

By a majority vote of the Board and with the approval of the membership, any person deemed worthy may be elected to honorary membership at any regular meeting.

**ARTICLE II  
MEETINGS OF MEMBERS**

2.1 Regular Meetings.

Regular meetings shall be held as such times and places and in such manner as may be designated by the Board. A schedule of these meetings shall be, as far as practicable, published and distributed to the members.

2.2 Special Meetings.

Special meetings of the members shall be called by the Secretary upon majority vote of the Board, upon the written request of one-fifth of all the members, or upon a two-thirds majority vote of the members present at any regular meeting.

2.3 Notice of Meetings.

The meeting schedule published in the Roster or in some other manner shall be notice for the regular meetings. At least five days written notice of a special meeting shall be given by mail addressed to each member at the address shown on the Club's mailing list.

2.4 Quorum.

Ten percent of the members whose dues are current in attendance at a regular or special meeting of the members shall constitute a quorum.

**ARTICLE III  
OFFICERS AND TRUSTEES**

3.1 Officers and Trustees.

The Officers of the Club shall be a President, vice President, a Secretary, a Membership Secretary and a Treasurer. They, together with the Immediate Past President of the Club and six Trustees, shall constitute the Board. No member shall simultaneously serve in more than one position on the Board.

## **ARTICLE IV ELECTIONS**

### 4.1 Date of Elections.

The election shall be held annually at the first meeting of the Club in the month of May.

### 4.2 Election of Officers.

Officers shall be elected for a one-year term and shall serve until their successors are elected and in-stalled.

### 4.3 Election of Trustees.

The six Trustees shall be elected and hold office for three years or until their successors have been elected and installed. Two of their number shall be elected at the same time the officers are elected.

### 4.4 Installation.

Newly elected officers and Trustees shall be installed and their terms in office commence at the first meeting in September following their election.

### 4.5 Nominations.

Nominations shall be made by a nominating committee chaired by the Immediate Past President and comprised of at least three other members appointed by the President at least two months prior to the annual election. If the Immediate Past President does not serve, the President shall appoint any other Past President willing to serve. The committee shall nominate one candidate qualified, willing and able to serve, for each office to be filled, and submit its nominations to the Board at least one month prior to election. The qualifications of the nominees shall be summarized in the committee's report to the Board. The names of the nominees shall be announced at the meeting prior to the election and included in the Secretary's Bulletin for the election meeting. Additional nominations may be made from the floor at the election meeting.

## **ARTICLE V VACANCIES IN OFFICE AND TRUSTEES**

### 5.1 General.

All vacancies in office and in the Trustees shall be filled by the Board, except the office of President.

### 5.2 Procedure.

Whenever a vacancy shall occur in the Trustees, the Board shall elect a new Trustee from the membership of the Club. Should the vacancy be in the office of President, the Vice President shall automatically become President. Should a vacancy occur in any other office, the vacancy shall be filled by the Board from the membership of the Board. The vacancy so created in the Board shall be filled as stated above.

### 5.3 Term.

The term of an officer elected by the Board shall run only until the next annual election and installation. A Trustee chosen from the membership of the Club to fill a vacancy on the Board shall serve only until the next annual election, even though the Trustee who was replaced had been elected to a longer term. Any vacancy on the Board caused by this procedure shall be filled at the next annual election. A Trustee elected to fill a vacancy in office shall automatically return to the position of Trustee when his successor is elected and installed, unless his original term as Trustee has expired or he is elected to office.

## **ARTICLE VI DUTIES OF OFFICERS**

### 6.1 President.

The President shall preside at all meetings of the Club and of Board; call all meetings of the Club and of the Board provided for in the By-laws; nominate all Standing Committees and present them for confirmation to the Board at their first meeting after the annual election; be an ex-officio member of all Standing Committees except the Nominating Committee; sign, together with the Secretary, on behalf of the Club, all contracts, bonds and other written instruments approved by the Board; countersign all checks in excess of \$150.00. Subject to the authority of the Board, he shall exercise general supervision over all the affairs of the Club. He may, with the approval of the Board, remove any member of any committee. At the end of his term, the President shall make a report on the affairs and general concerns of the Club during the year.

### 6.2 Vice President.

In the absence of the President, his duties shall devolve upon the Vice President. The Vice President shall be Program Chairman for all regular meetings; be responsible for attendance and food arrangements for meetings; assign duties involving support functions at meetings such as ticket sales, refreshments, equipment setup, removal and storage.

### 6.3 Secretary.

The Secretary shall keep full and correct minutes of all meetings of the Club and the Board; prepare and mail regular and special bulletins and notices to members; attend to all correspondence incidental to the affairs of the Club; and affix the corporate seal when necessary and proper.

The Secretary shall be the custodian of all minutes of meetings of the Club and Board, correspondence, bulletins, and other records of the Club. At the end of his term he shall turn over to the succeeding Board, in fastened form, such records of his year of service and notes, newspaper articles, programs, pictures, etc., pertaining to or of interest to the Club and its members. The Secretary and the Board shall be cognizant of the fact that such records may have historical value for the Club and others.

### 6.4 Membership Secretary.

The Membership Secretary shall be chairman of the Membership Committee; custodian of the membership records of the Club; maintain the Club mailing list and make changes as required; be a member of the roster committee and be responsible for the accuracy of the membership information therein, encourage members to submit applications for membership from qualified persons; receive membership applications of prospective members; submit to the President the names of new members eligible for initiation

### 6.5 Treasurer.

The Treasurer shall be the custodian of moneys belonging to the club; deposit these moneys in the bank, or banks, designated by the Board; collect all moneys due the Club and disburse all moneys owed; and promptly advise the Membership Secretary of the dues collected, to enable the Membership Secretary to keep membership records current. The Treasurer shall prepare statements of the Club's financial condition as required or requested by the Board.

The Treasurer shall sign all checks for disbursements, except that where the total obligation for any single transaction exceeds \$150.00, then such check shall be countersigned by the President or the Vice President. No single obligation may be divided in parts so as to make the total obligation appear to be less than \$150.00.

The Treasurer shall invest and deposit funds of the Club only as authorized by the Finance Committee and the Board, and advise the Board of pending redemptions of money instruments, and redeem, renew, or re-invest such funds only as authorized by the Finance Committee and the Board. Before signing any checks for disbursement, he shall verify the correctness of any bill, if necessary, in consultation with members of the Club initiating the expenditure. Notwithstanding Section 7.1, the Treasurer may make disbursements in excess of \$150.00 without specific authorization by the Board in each individual case, if such disbursements are for periodic, unusual or customary bills or outlays connected with the Club's meetings or special events, providing such special events have been authorized by the Board. In all other cases, the Treasurer shall require approval of the Board to obligate the Club to expenditures in excess of \$150.00. At the end of his term, the Treasurer shall submit to the Auditor of the Club all of his records, his income and disbursement records, bank records, investment records, paid bills and all other records pertaining to his term in office as Treasurer, for detailed scrutiny by the Auditor, in order for the Auditor to present a report of the financial condition of the Club at the end of the year.

### 6.6 General.

The officers shall perform such other duties as the Board may from time to time assign.

## **ARTICLE VII BOARD OF TRUSTEES**

### 7.1 Powers and Duties.

The Board shall be responsible for the management of the Club and its affairs; constitute its governing body in all matters affecting its finance, discipline and harmony; prescribe such rules for its regulation as may, from time to time, be found necessary or desirable for its proper management; and authorize all expenditures of the Club in excess of \$150.00.

## **ARTICLE VIII MEETINGS OF TRUSTEES**

8.1 Regular Meetings. A regular meeting of the Board shall be held as soon as practicable following installation of the newly elected officers. The President shall notify all Officers and Trustees of the time and place of the meeting.

### 8.2 Special Meetings.

Special meetings of the Board may be called by the President at any time upon twenty-four (24) hours notice given to each Trustee. Special meetings of the Board shall be called by the President or by the Secretary at the request of three Trustees.

### 8.3 Quorum.

Six (6) members of the Board shall constitute a quorum.

## **ARTICLE IX MEMBERSHIP APPROVALS/ RECOMMENDATIONS**

9.1 Membership Approval Required.

The approval by majority vote of the members at a regular or special meeting of the members at which a quorum is present shall be required before the Board is authorized to cause the club to (a) make a contribution of Club funds for charitable or other purposes, or (b) take a position on issues of local, national or international interest and communicate such position to public officials or others as the position of the Club.

9.2 Recommendations.

The Board may, from time to time, submit an issue or question to the membership for its discussion, advice and recommendations at any regular or special meeting of the members. The members, by majority vote at a regular or special meeting of the members at which a quorum is present, may adopt resolutions which recommend certain action(s) to the Board or render advisory opinions to the Board.

**ARTICLE X  
FEES AND DUES**

10.1 General.

Fees and dues shall be payable in advance in amounts fixed from time to time by the Board, and approved by the members in attendance at a regular meeting.

10.2 Delinquencies.

A member is termed "delinquent from September 1 of the year for which dues were not paid until the payment of dues is made, or the membership is terminated as provide in Section 1.4.

10.3 Fiscal Year. The fiscal year of the Club shall be from September 1 to August 31.

10.4 Special Members. Life members and honorary members shall be exempt from the payment of dues.

**ARTICLE XI  
SEAL**

This corporation shall have a seal, circular in form, on the outer margin of which shall be the words, "Norwegian Commercial Club," "State of Washington." And in the center, the words, "Corporate Seal" "1932".

**ARTICLE XII  
COMMITTEES**

12.1 General. Committees and committee chairmen shall be appointed by the President and approved by the Board at their first regular meeting following the election or as soon thereafter as practicable.

12.2 Term of Office. Committee members and committee chairmen shall serve until successors have been appointed or the committee is deactivated by the Board.

12.3 Duties. Committee chairmen shall maintain a file of committee activities, call meetings, and report activities to the general membership. In addition, prior to August 31, they may submit to the President a brief written report of the activities of the committee during the past year.

12.4 Committees. The Board shall establish, from time to time, such standing and other committees it determines are desirable. A list and brief description of the standing committees shall be included in the Club's roster immediately following the By-laws.

**ARTICLE XIII  
MISCELLANEOUS**

13.1 Surety Bonds. The Club may require and maintain surety bonds at the Club's expense covering such officers and in such amounts as the Board determines. The Board may in its complete discretion decide not to obtain such bonds.

13.2 Special Events Committees and Treasurer. On recommendation of the Finance Committee, the Board may authorize a committee conducting a special event to appoint one of its members to act as treasurer for such special event. He shall keep accurate records of funds collected and deposited, of disbursements made and of bills documenting such expenditures. He may, with the approval of such special event committee, establish a separate temporary checking account. At the conclusion of the event, he shall close the checking account and transfer the balance remaining therein to the Treasurer of the Club for deposit into the Club's general account. If such an event incurs at net loss, then the Board shall authorize compensation for such loss from regular operating funds.

**ARTICLE XIV  
AMENDMENTS**

14.1 General. Proposed amendments to the By-laws shall be published in the Club's bulletin, stating both existing and proposed changes, and acted upon by a majority vote of members at a regular meeting of the club following such publication.