



**By – Laws  
of  
The Icelandic Club of Greater Seattle**

Prepared by:  
Sölvi Sigmarsson  
Olgeir Olgeirsson  
Joel Robinson  
Hjalti Þórarinsson

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# **By-Laws of The Icelandic Club of Greater Seattle**

## **ARTICLE I. NAME**

The name of this Club shall be "The Icelandic Club of Greater Seattle", and hereinafter referred to as the "Club".

## **ARTICLE II. PURPOSES**

The Icelandic Club of Greater Seattle is a non-profit organization with the following purpose:

1. To promote Icelandic culture, language and heritage.
2. To strengthen the relationship within the Icelandic community.
3. To strengthen relations with Iceland.
4. To interact with other Icelandic Clubs in the USA and Canada.
5. To interact with other local cultural Clubs.
6. To award scholarships to deserving high school graduate students.
7. To support the National Nordic Museum.

## **ARTICLE III. MEMBERSHIP**

### **SECTION 1 – APPLICATION FOR MEMBERSHIP**

Any person with a special interest and/or connection to Iceland may apply for membership in The Icelandic Club of Greater Seattle. Any member in good standing may be elected to any Ex-Officio role. The role of the President shall be restricted to fluent Icelandic speakers. However, the Board of Trustees may vote to qualify any candidate. The vote must reach a 2/3rds majority of those in attendance. In case the Board decides to offer family memberships, then each family member residing at the same residence as the primary applicant will be considered a full member. Family members over the age of 18 will have the ability to vote.

### **SECTION 2 – NEW MEMBERS**

When a new member has paid the dues, the member shall receive a welcome packet, as decided by the Board, and discounts to all paid Club events.

### **SECTION 3 – ENDURANCE OF MEMBERSHIP**

Membership will renew on the one-year joining mark, unless the member cancels their auto-renewal. If a member does not renew their membership, they shall be considered delinquent and may neither vote nor participate in the business affairs of the Club. Any former member shall be reinstated to full membership immediately upon renewal.

## **ARTICLE IV. DUES**

### **SECTION 1 – ESTABLISHMENT**

The annual dues of the Club shall be established by the Board of Trustees(Board) and shall be voted on by the Board members.

## **SECTION 2 – PAYMENT**

Paid membership shall be processed through the Club's website, [IcelandSeattle.com](http://IcelandSeattle.com) or as decided by the Board. The Membership secretary shall send welcome packets to new members (as described in Article III, Section 2) within 2 weeks of joining. A member in good standing is one who has paid the annual dues.

## **ARTICLE V. MEMBERSHIP MEETINGS**

### **SECTION 1 – ANNUAL MEETING**

The Annual Meeting of members will take place in April each year, or as decided by the board. This meeting, along with proposed changes to the Club's Bylaws and a program of the general interest, shall be announced (emailed) to all members no later than two weeks prior to the meeting.

### **SECTION 2 – SPECIAL MEETINGS**

A special meeting of members may be called by the President, or upon written request by three Board of Trustee members, or seven Club members in good standing. The purpose of the meeting shall be stated in the call. Except in an emergency, no less than five-day notice shall be given to the membership. A special meeting has the ability to decide on any matter, including but not limited to matters which would normally be discussed at an annual meeting, provided the meeting was announced with equal or greater notice to all members as an annual meeting.

### **SECTION 3 – PARLIAMENTARY AUTHORITY**

Robert's Rules of Order, Revised shall be the parliamentary authority for conducting business.

**SECTION 4 – ORDER OF BUSINESS FOR BOARD MEETINGS** The order of business for Board meetings of the Club shall be: (1) Call to Order, (2) Reading of minutes, (3) Reports of officers and committee chairmen, (4) Unfinished business, (5) New business, (6) Adjournment.

**SECTION 5 – ORDER OF BUSINESS FOR ANNUAL MEETINGS** The order of business for the Annual meetings of the Club shall be: (1) Call to Order, (2) Reading of minutes from the last annual meeting, (3) Introduction of Club Officers candidates , (4) Club Officer vote, and if a change in presidency occurs, the outgoing president shall hand the meeting over to the incoming President, (5) Reports of officers and committee chairmen, (6) Revision of Bylaws, (7) Unfinished business, (8) New business, (9) Adjournment.

## **ARTICLE VI. AFFILIATIONS**

The Icelandic Club of Greater Seattle shall have no affiliation with any religious or political organizations.

## **ARTICLE VII. OFFICERS**

### **SECTION 1 – NUMBER**

The officers of the Club shall consist of the following: President; Vice President; Recording Secretary; Membership Secretary; and Treasurer. In the event of an empty officer role, see Article IX, Section 5.

### **SECTION 2 – QUORUMS**

A quorum of the membership shall require no minimum attendance to conduct an annual meeting. All members shall be notified via email at least 30 days prior to the proposed date. A simple majority is required to pass any motion, with the exception of motions to amend the Bylaws, which require a 2/3 vote. A quorum of the Board shall consist of at least three Board members.

### **SECTION 3 – ELECTION OF OFFICERS**

All candidates for office shall be elected electronically or at the Annual meeting. Electronic election shall be available to members 30 days prior to the Annual meeting. The nominating committee shall consist of 3 board-appointed members and shall not include current Ex-Officio members. The proposed slate of officers is presented to the Board for approval. An email will be sent out with a list of candidates and an option to write-in a candidate for each office. Accompanying the candidate announcement may be the candidate's biography and statement of purpose. The President shall be elected to no more than four consecutive one-year terms. No term limit shall be set for any other ex-officio position. The nominating committee shall be responsible for recording the total tally of votes. Any member in good standing can request a copy of the tally.

### **SECTION 4 – RESTRICTIONS**

Membership in the Club for at least one year is a prerequisite for election to any Board position. The Board may waive this requirement if, in the opinion of the Board, there is no qualified candidate for the position who has been a Club member for more than a year, and there is a candidate who is fully qualified for the position in all other respects, but who has been a Club member for less than a year.

### **SECTION 5 – DUTIES OF OFFICERS**

A. President: It shall be the duty of the President to preside at all membership meetings, serve as the official spokesperson of the Club, and ensure that the Board's directives and resolutions are carried out. The President shall have general supervision over the affairs of the Club and shall perform other duties as prescribed by the Board or these Bylaws.

B. Vice President: The Vice President shall assist the President and perform the President's duties in the event of the President's absence or inability to serve. The Vice President may oversee specific projects or committees as assigned by the Board.

C. Treasurer: The Treasurer shall be responsible for the financial affairs of the Club, including the collection of dues, payment of bills, maintenance of financial records, preparation of budgets, and issuance of financial reports. The Treasurer

shall receive and deposit all funds of the Club in a bank approved by the board of Trustees and shall make payments on order of the president. The Treasurer shall report the bank balance and a summary of receipts and disbursements to the board. The Treasurer shall keep separate accounting of general Club funds, Scholarship funds, and any other specialized funds as needed. The Treasurer will receive payments and make payments of expenses as authorized by the President or a majority vote of the Board.

D. The Recording Secretary shall record and maintain minutes of all Board and Membership meetings, handle the Club's correspondence, and send notices of meetings and events. The Secretary shall keep the Club's official records and ensure they are updated and accessible to Trustees and Members as appropriate. The recording secretary shall also publish regular news and promotions on social media and update the website to reflect ongoing activities.

E. The Membership Secretary shall maintain an up-to-date record of Club members' names and addresses, including all family members over the age of 18 if the Board decides to offer family memberships. The Secretary shall be responsible for responding to any communication from members and non-members the Club receives or forwarding that communication to the relevant party as appropriate.

## **ARTICLE VIII. COMMITTEES**

Committees can be proposed by any member in good standing and shall be approved by the Board of Trustees. The President may appoint ad hoc committees as needed.

## **ARTICLE IX: BOARD OF TRUSTEES (BOARD OF DIRECTORS)**

### **SECTION 1 - GENERAL POWERS AND RESPONSIBILITIES**

The governing body of the Icelandic Club of Greater Seattle is the Board of Trustees, referred to as the "Board", or "Board of Trustees" interchangeably in this document. The members of the Board are referred to as "Trustees".

The Board shall be responsible for overall policy and direction of the Club, set committee guidelines; oversee Club operations; and set membership dues. The Board shall delegate responsibility for day-to-day operations to the Officers and Committees. The Board shall ensure that the Club's activities are consistent with its mission and shall maintain the Club's financial health.

The Board of Trustees shall divide the following committees equally between themselves: Scholarships and Scholarship fund raising, Historian, Fund raising, Membership, Icelandic Independence Day, Photographer, Social activities, Family history, Public Affairs, Cultural Affairs, Memorial, Children's activities and INL (Icelandic National League).

## **SECTION 2 - COMPOSITION**

The Board shall consist of not fewer than six (6) nor more than fifteen (15) Trustees, excluding the Officers defined in Article VII. The exact number shall be determined by resolution of the Board.

## **SECTION 3 - ELECTION AND TERM OF TRUSTEES**

Trustees shall be elected by the Membership at the Annual Meeting. Each Trustee shall serve a term of two (2) years. Terms shall be staggered so that approximately half of the Trustees are elected each year. Trustees may be re-elected for consecutive terms without limit.

## **SECTION 4 - QUALIFICATIONS**

Trustees must be Members in good standing and must be at least eighteen (18) years of age.

## **SECTION 5 - VACANCIES**

Any vacancy on the Board may be filled by a majority vote of the remaining Trustees. A Trustee elected to fill a vacancy shall serve until the next Annual Meeting, at which time the Membership shall elect a Trustee to serve any remaining unexpired term.

## **SECTION 6 - MEETINGS OF THE BOARD**

The Board shall meet at least quarterly, at times and places it determines. Special Meetings of the Board may be called by the President or any three (3) Trustees.

## **SECTION 7 – CHAIRMAN AND SECRETARY OF THE BOARD**

The President of the Club shall act as chairman of the board of Trustees and the recording secretary shall act as secretary. In the absence of the President, the Vice President shall serve as the chairman of the board. In the absence of the Recording Secretary the board of Trustees shall appoint from its members a Secretary pro tem.

## **SECTION 8 – EX-OFFICIO**

The President, Vice President, Recording Secretary, Membership Secretary and Treasurer of the Club shall be EX-OFFICIO members of the Board of Trustees with equal right to vote at all meetings.

## **ARTICLE X. REPLACEMENT OF OFFICERS AND TRUSTEES**

### **SECTION 1 – REPLACING THE PRESIDENT**

If the President resigns, or does not attend board meetings without ensuring that the Vice-President would conduct the scheduled board meetings, or if the President does not make arrangements to hold board meetings at a time where the President or Vice-President can conduct the meetings, the board can then, with a vote of simple majority of the board, replace the President. Should the

Board have reasonable cause, an emergency Special Meeting may also be called for a vote of no confidence to replace the President.

## **SECTION 2 – REPLACING TRUSTEES**

A Trustee may be removed from office for cause, including failure to fulfill responsibilities or acting contrary to the Club's interests, by a two-thirds vote of the Board.

## **ARTICLE XI: FINANCE AND RECORDS**

Fiscal Year: The fiscal year of the Club shall be determined by the Board.  
Financial Review: The Board shall ensure the financial records are reviewed at least annually. An independent financial review may be conducted at the discretion of the Board or upon the request of at least one-third of the Members.

## **SECTION 3 - BOOKS AND RECORDS**

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Membership, Board, and Committees. All records shall be available for inspection by any Trustee or Member upon reasonable notice.

## **ARTICLE XII: INDEMNIFICATION**

To the fullest extent permitted by law, the Club shall indemnify and hold harmless its Trustees, Officers, employees, and volunteers against any liabilities, costs, or expenses incurred in connection with their service to the Club.

## **ARTICLE XIII: NON-DISCRIMINATION**

The Club shall not discriminate on the basis of race, religion, color, age, gender, sexual orientation, national origin, or any other characteristic protected by law.

## **ARTICLE XIV. AMENDMENTS**

### **SECTION 1 - AMENDMENT OF Bylaws**

These Bylaws may be amended at a duly called meeting of The Icelandic Club of Greater Seattle by a 2/3 vote of approval, provided (1) at least a quorum is Present, (2) the amendment (s) has (have) been approved by the Board of Trustees and (3) no less than two weeks written notice of proposed Amendments has been given to the membership.

### **SECTION 2 – PROPOSING AMENDMENTS TO Bylaws**

Any member in good standing can propose an amendment to the Bylaws. Amendments to the Bylaws shall not conflict with the Club's Article Of Incorporation. The President shall receive proposed amendments to the Bylaws no later than 6 weeks prior to the annual meeting.



**SECTION 3 – REVISION OF Bylaws**

The Bylaws shall be reviewed for currency at least once every three years by a special committee appointed by the board.

**ARTICLE XV. DISSOLUTION**

The dissolution of The Icelandic Club of Greater Seattle and distribution of remaining funds shall be in accordance with Clubs ARTICLE OF INCORPORATION dated January 1998.

Last revision date:

January 2010

Approved by members at the Clubs annual meeting, January 2025