

Sons of Norway Fifth District Nordic Legacy Foundation, Inc. Bylaws

April 17, 2017 – adopted with Articles of Incorporation

ARTICLE I

Purpose

The purpose of this corporation is to support youth, heritage, culture, and education through presentations, programs, and foundation grants.

ARTICLE II

Statutes and Limitations

To carry out the objectives of the Corporation, the Corporation shall be organized as a non-profit, non-stock, non-member corporation under Chapter 181 of the Wisconsin Statutes. No asset of the Corporation shall benefit any officer. The Corporation shall not participate in partisan political activity or other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Board of Directors

Section 1

Authority

Subject to directives of annual and special meetings and these By-Laws, the Board shall have authority over the activities and assets of the Corporation.

Section 2

Composition

The Board shall include the President, Vice-President, Secretary, Treasurer and at least one member at large, numbering five (5). Three members of the corporation shall be District 5 executive board members. All corporation board members must be Sons of Norway District 5 members. In the event an individual holds more than one office, additional member(s) at large will be elected.

Section 3

Voting

A quorum of the Board consists of a majority (greater than 50%) of the directors then in office. When a quorum exists, an affirmative vote of the majority of the Board present (greater than 50%) is required for a motion to be approved (with the exception of amending these By-Laws).

Section 4

Elections

The Board shall nominate one or more individuals for each vacant position on the Board. The Board of Directors shall elect new members to the Board from the members of the Sons of Norway Fifth District. All elections for the board shall be conducted by written ballot, unless waived by unanimous consent of the Board.

Section 5

Terms of Office

Directors are elected for two-year terms at the biennial meeting, which shall be in the summer or fall of even numbered years. Their terms shall expire upon the election of new Directors. The Board of Directors shall fill a Board member vacancy with a member of the Sons of Norway Fifth District.

Section 6

Board Meetings

The new Board shall meet within 120 days of the annual meeting. Regular meetings shall be held at places, dates and times established by the Board. Special meetings may be held on the call of the President

or any three Directors after at least 24 hours notice by telephone, mail, or personal contact. Meetings may occur in person or via teleconference. The Board shall meet at least two times per year.

Section 7
Vacancies and Resignations

Any director who misses two consecutive meetings without good cause as determined by the Board may, at the discretion of the Board, be removed from office. Any vacancy (by removal or resignation) may be filled for the remainder of the term by the affirmative vote of a majority of the directors (greater than 50%) then in office. A vacancy must be filled following the composition rule of Article III, Section 2. A director may be removed by a majority vote of the Board for reasons of incompetence, embezzlement, or neglect of official duties provided that a written complaint has been sent to the Director and the Director has been given an opportunity to defend himself/herself.

Section 8
Compensation

Directors shall not be compensated for their time and effort. If funds are available, the Board of Directors may authorize officers, directors and committee members to be paid actual and necessary expenses incurred while on Corporation business. Any expenses incurred by any Board members or committee member will require approval by the President. Mileage will be reimbursed at 75% the current Internal Revenue Service standard business mileage rate.

ARTICLE IV
Officers
Section 1
President

The President shall preside over all Board meetings. The President shall be the chief executive officer of the Corporation, and shall appoint all committee members who shall serve until the end of that President's term. The President is an ex-officio member of all committees.

Section 2
Vice President

The Vice President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend.

Section 3
Secretary

The Secretary shall maintain the official records of the Corporation as well as an archive. The Secretary shall record and distribute the minutes of Board meetings.

Section 4
Treasurer

The Treasurer shall maintain the financial records of the Corporation and shall sign all checks. The Treasurer shall prepare an annual financial statement for the annual meeting and shall be responsible for presentation of the proposed budget to the annual meeting.

Section 5
Member-At-Large

There shall initially be one member-at-large Board Member.

Section 6
Other Officers

Other officers may be appointed a two-thirds vote of the Board of Directors.

ARTICLE V
Committees

Initially, the Board of Directors will not establish any committees, but may do so as issues warrant. Committees and appointments to committees shall be established by the President, with a simple majority

approval of the Board of Directors.

ARTICLE VI
Miscellaneous Provisions

Section 1
Personal Liability

No officer or director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

Section 2
Indemnification of Officers and Directors

As provided by Wisconsin law, the Corporation shall indemnify any officer, director, employee, or agent who was, is, or may be involved in legal proceedings by virtue of his or her good faith actions on behalf of the Corporation.

Section 3
Fiscal Year

The records and accounts of the Corporation shall be maintained on a calendar year basis.

Section 4
Accounts and Investments

Funds of the Corporation shall be promptly deposited at a financial institution designated by resolution of the Board of Directors. Funds not needed for current operations shall be deposited in investment accounts or certificates authorized by the Board of Directors.

Section 5
Funding Sources

The Board and its committees will solicit funds from interested parties and apply for grants where applicable.

Section 6
Awarding Funding

All requests for funds will be reviewed by the Board of Directors for distribution during the year, with approval of a funds distribution list by a majority vote of the Board of Directors.

ARTICLE VII
Adoption and Amendments

These By-Laws are adopted by unanimous Consent of the Board and any amendments thereto may be adopted at a duly called Board meeting or any special meeting. Proposed amendments to the By-Laws must be summarized in the notice for the board meeting or annual meeting at which the amendments are to be voted on.

ARTICLE VIII
Dissolution

The Board of Directors may recommend that the Corporation be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of the Board. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of the Board present and entitled to vote shall be required to approve a resolution of dissolution. Remaining Corporation funds will be distributed to an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose by a two-thirds vote of the Board of Directors. If the Board of Directors cannot agree upon a distribution of funds, any remaining Corporation funds shall be distributed to the Sons of Norway Foundation.

CERTIFICATION

These By-laws were adopted on April 17, 2017 by unanimous written consent of all members of the Board of Directors.

FOOTNOTES

To qualify for tax exemption under Sec. 501(c)(3) of the Internal Revenue Code, the benefits of a non-profit organization's activities must flow principally to the public (but the membership can, of course, share fully in those benefits). If exemption under Sec. 501(c)(3) is to be pursued, the purpose statement must stress public benefits before, but not necessarily excluding, membership benefits.

EXHIBIT B

CONFLICT OF INTEREST POLICY OF

Sons of Norway Fifth District Nordic Legacy Foundation, Inc.

ARTICLE I

Purpose

The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's (the "Corporation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit organizations.

ARTICLE II

Definitions

1. Interested Person

Any director, officer or member of a committee with Corporation delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

(A.) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(B.) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or;

(C.) A potential ownership, investment in, or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Corporation decides that a conflict of interest exists.

ARTICLE III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the Board of Directors delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

(A.) An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or

arrangement involving possible conflict of interest.

(B.) The President of the Corporation shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(C.) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(D.) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violation of the Conflict of Interest Policy

(A.) If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(B.) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Records of Proceedings

The minutes of the Board of Directors shall contain:

(A.) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.

(B.) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V

Compensation

Directors shall not be compensated for their time and effort. If funds are available, the Board of Directors may authorize officers, directors and committee members to be paid actual and necessary expenses incurred while on Corporation business. Any expenses incurred by any Board members or committee member will require approval by the President. Mileage will be reimbursed at 75% the current Internal Revenue Service standard business mileage rate.

ARTICLE VI

Periodic Reviews

To ensure the Corporation operates in a manner consistent with educational purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(A.) Whether partnerships, joint ventures, and arrangements with other organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further educational purposes and do not result in impermissible private benefit or in an excess benefit transaction.

CERTIFICATION

This Conflict of Interest Policy was adopted on April 17, 2017 by unanimous written consent of all board members.

Darlene L. Arneson, Secretary

EXHIBIT C

GIFT ACCEPTANCE POLICY

of

Sons of Norway Fifth District Nordic Legacy Foundation, Inc.

Policy and Purposes

This Policy represents the policy of the Sons of Norway Fifth District Nordic Legacy Foundation, Inc. governing the solicitation and acceptance of gifts by the Corporation. The Board of Directors or authorized committee "Governing Body" of the Corporation solicit current and deferred gifts from individuals, corporations, foundations and others for purposes that will further or fulfill the Corporation's mission. Purposes of this Policy include: (a) guidance for the Board of Directors, officers, staff and other constituencies with respect to their responsibilities concerning gifts to the Corporation; and (b) guidance to prospective donors and their professional advisors when making gifts to the Corporation. Notwithstanding the foregoing, the Corporation reserves the right to revise or revoke this Policy at any time, and to make exceptions to the Policy.

The mission of the Nordic Legacy Foundation, Inc. is to support educational purposes of Nordic heritage and culture through presentations and programs.

General Policy

The Corporation shall not accept gifts that:

- (1) Violate the terms of the Corporation's organizational documents;
- (2) Would jeopardize the Corporation's status as an exempt organization under federal or state law;
- (3) Are too difficult or expensive to administer;
- (4) Are for purposes that do not further the Corporation's objectives;
- (5) Could damage the reputation of the Corporation.

Policy Regarding Specific Types of Gifts

(A.) Gifts generally accepted **without** review (undistributed gifts of cash). The Corporation will accept unrestricted gifts of cash without prior review by the Corporation's Board of Directors, provided that, for donations of \$5,000 or more, the identity of the donor has been vetted with respect to any reputational risk or policy issues. Unrestricted gifts of cash are acceptable in any form. Checks shall be made payable to the Nordic Legacy Foundation.

(B.) Gifts subject to Corporation's Board of Directors review prior to acceptance. All gifts, other than unrestricted gifts of cash, must be reviewed by the Corporation's Board of Directors prior to acceptance, unless the Board of Directors authorizes certain de minimis gifts or categories of gifts to be accepted without its review.

(C.) The Corporation shall not accept gifts that:

- (1.) Violate the terms of the Corporation's organizational documents;
- (2.) Would jeopardize the Corporation's status as an exempt organization under federal or state law;
- (3.) Are too difficult or expensive to administer;
- (4.) Are for purposes that do not further the Corporation's objectives;
- (5.) Could damage the reputation of the Corporation;
- (6.) Include real property.

CERTIFICATION

This Gift Acceptance Policy was adopted on April 17, 2017

Darlene L. Arneson, Secretary

CONSENT OF THE BOARD OF DIRECTORS
of
Sons of Norway Fifth District Nordic Legacy Foundation, Inc.
April 8, 2017

The undersigned, being all of the members of the Board of Directors of the Nordic Legacy Foundation, Inc., a Wisconsin Non-Stock Corporation (the "Corporation"), hereby consent to the following actions without a formal meeting of the Board of Directors, or notice thereof:

BE IT RESOLVED, that all actions taken by the incorporator of the Corporation be, and the same hereby, are confirmed, ratified, and approved; and

BE IT FURTHER RESOLVED, that the officers set forth in the Articles of Incorporation in the capacity set opposite their respective names are ratified for the ensuing year and until their successors are duly elected and qualified, and

BE IT FURTHER RESOLVED, that the bank which Sons of Norway District 5 is using is hereby designated as the depository of all funds of the Corporation, and that all the monies and funds of the Corporation shall thereafter be deposited in and that bank or with the Sons of Norway and that such monies and funds may only be withdrawn by the following officers: Secretary or Treasurer. The fiscal year of the Corporation shall end on December 31, and

BE IT FURTHER RESOLVED, that the Board of Directors for the Corporation adopt for the Corporation the By-Laws as attached as Exhibit A to this Consent, and

BE IT FURTHER RESOLVED, that the Board of Directors adopt for the Conflict of Interest Policy to be signed by each director as attached as Exhibit B to this Consent, and

BE IT FURTHER RESOLVED that the Board of Directors adopt for the Gift Acceptance Policy to be signed by each director as attached as Exhibit C to this Consent, and

BE IT FURTHER RESOLVED, that the Treasurer of the Corporation be directed to file an application with the IRS to obtain 501(c)(3) status for the corporation, and

BE IT FURTHER RESOLVED, that the President, Secretary, or Treasurer of this Corporation is authorized to sign all vendor contracts for the acquisition of goods and services required by this Corporation.

This written consent may be executed in counterparts, each of which shall be deemed to be an original, and all of which taken together shall constitute one and the same instrument. The actions taken hereby shall be effective as of the date first written above.

DIRECTOR'S WAIVER OF NOTICE AND CONSENT
(All directors must consent to validate these actions.)

CERTIFICATION
This Gift Acceptance Policy was adopted on April 17, 2017

Darlene L. Arneson, Secretary

Andrew I. Johnsen, President
Kathleen A. Secora, Vice President
Darlene L. Arneson, Secretary
Cheryl A. Wille-Schlessler, Member at Large