

SONS OF NORWAY FOUNDATION BYLAWS

Revised November 2024, finalized January 6, 2025

ARTICLE 1 NAME AND PURPOSE

1. **Name.** The name of the organization shall be the Sons of Norway Foundation. It is a nonprofit organization incorporated under the laws of the State of Minnesota.
2. **Purpose.** The Sons of Norway Foundation is organized for charitable and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code.
3. **Objectives:**
 - For scholarships, grants, charitable and educational purposes
 - To celebrate our relationship with other Nordic countries and
 - To support and benefit our members of Sons of Norway, Sons of Norway lodges and their communities.

ARTICLE 2 MEMBER

1. **Sole Member.** The sole member of the Sons of Norway Foundation (SONF) is Sons of Norway (SON), a Fraternal Benefit Society, organized as a non-profit corporation under the laws of the State of Minnesota and as a Section 501(c)(8) entity under the Internal Revenue Code.
2. **Member Powers.** Sons of Norway, through its International Board of Directors, shall possess all oversight and final approval authority over its Foundation.
3. **Management Authority.** The Sons of Norway International Board of Directors may elect a Foundation Board of Governors to carry out the general management of the affairs of the Foundation.

ARTICLE 3 BOARD OF GOVERNORS

1. The general management of the affairs and property of this Foundation shall be vested in a Board of Governors. The Board of Governors shall be elected by the Sons of Norway International Board of Directors.
2. **Board Selection.**
 - a. **Composition:** The voting members of the Board of Governors shall consist of up to four (4) elected members, the International Chair of Sons of Norway and up to three (3) members appointed by the International Chair. The three (3) appointed by the International Chair shall consist of up to two (2) members of the International Board of Directors and up to two (2) members chosen at large. All members of the Board of

Governors shall be benefit members of Sons of Norway at the time they are seated.

The non-voting members of the Board of Governors shall consist of the Sons of Norway Chief Executive Officer (CEO) and Sons of Norway Foundation Director.

- b. **Nominating Committee:** The Sons of Norway International Chair shall appoint a nominating committee to seek and evaluate candidates for elected governor positions and board officers. Members of the nominating committee shall be Sons of Norway members. No member of the nominating committee may be a candidate for Foundation Board governor or officer. Legal counsel shall review the required Foundation background checks on candidates and report to the nominating committee. Governors will then vote on the slate of candidates and submit those elected by majority vote to the Sons of Norway International Board of Directors for ratification.
- c. **Election of Governors:** The nominating committee chair shall present the candidates to the full Foundation Board of Governors at its last meeting of the year. The Governors will review the slate of candidates and then submit the slate to the Sons of Norway International Board of Directors for review and election.
- d. **Election of Officers:** Election of officers shall be by e-mail vote after the fall Foundation Board of Governors meeting. Governors must have served one year on the Foundation Board of Governors before they are eligible to run for the position of chair. Governors running for an officer position shall declare no later than 14 days after the last scheduled meeting of the election year Foundation Board of Governors meeting. Should there be no candidates for an officer position, it shall be treated as a vacancy under section 4 below.

3. Terms.

- a. The term of a governor, elected or appointed by the Sons of Norway International Chair shall be two years with no elected or appointed voting member serving more than four consecutive terms. Terms shall commence upon ratification by the International Board of Directors. Term limits do not apply to the Sons of Norway International Chair or other non-voting members. Each governor shall hold office until his/her successor has been elected or appointed or until his or her death, resignation or removal as provided by these bylaws.
 - b. The term of an officer shall be two years with no officer serving more than two (2) consecutive terms. Terms shall commence on January 1.
4. **Vacancy.** Should a vacancy occur, the remaining voting members of the Board of Governors shall elect and nominate a replacement for approval by the International Board of Directors. The time served by a replacement elected to a partial term shall not constitute a term for the purpose of term limits. If a vacancy occurs among the appointed members, the Sons of Norway International Chair shall appoint the replacement.
5. **Removal.** A governor may be removed from office, with or without cause, by a majority vote of the governors.

6. **Meetings.** Meetings of the Board of Governors shall be held at a time and place determined by the Sons of Norway International Chair in conjunction with the Foundation chair with no fewer than two (2) meetings per year or as required by Minnesota Statutes.
7. **Special Meetings.** Special meetings of the Board of Governors may be called by the Foundation Chair or the Sons of Norway International Chair with seven (7) days' notice to each governor by telephone, mail or electronic communication.
8. **Electronic meetings.** These bylaws authorize electronic meetings in accordance with Minnesota Statutes.
9. **Meeting Quorum.** A majority of the voting members of the Board of Governors shall constitute a quorum to transact business. The action of a majority of members constituting a quorum shall be the action of the board.
10. **E-mail Communications.** The board may transact business and vote by e-mail, and the results shall be included in the minutes.
11. **Compensation.** Voting members of the Board of Governors shall not be compensated for their service.
12. **Expenses.** Governors who attend regular or special meetings of the Board of Governors shall be reimbursed for reasonable expenses, including travel, lodging and food while attending. Reimbursement for out-of-town air travel shall be at tourist class rate. Reimbursement of reasonable expenses is subject to an approval process set forth by the Board of Governors.
13. **Committees.** The Board of Governors may appoint such committees as it deems necessary to carry out Foundation business, with the exception of the executive and audit committees.
14. **Corporate Policies and Procedures.** Each member of the Board of Governors is subject to the Sons of Norway "Code of Ethics" and "Conflict of Interest" policy and other Sons of Norway policies. Each Governor shall acknowledge review and disclosures under the policies on an annual basis or as otherwise required.
15. **Minutes.** Meeting minutes shall be distributed within two (2) weeks of the meeting or as required by policy.

ARTICLE 4 COMMITTEES

1. Executive Committee
 - a. The Executive Committee of the Sons of Norway Foundation Board of Governors shall be appointed by the Board of Governors and shall consist of the Chair, Vice Chair, Secretary, Treasurer and the Sons of Norway International Chair.

- b. The Executive Committee shall manage the property and affairs of this Foundation in the interval between meetings and shall at all times be subject to the control and direction of the Board of Governors and, ultimately, the Sons of Norway International Board of Directors.
 - c. A majority of the Executive Committee shall constitute a quorum at any Executive Committee meeting.
- 2. The Audit Committee
 - a. The Audit Committee is responsible for the general oversight of the finances of the Sons of Norway Foundation. The Sons of Norway International Chair shall appoint the audit committee.
 - b. The Audit Committee shall oversee audit functions in the areas of: (1) financial reporting; (2) internal controls; (3) independent external audit; and (4) compliance with applicable laws, regulations and policies. The Audit Committee shall routinely report its findings as requested by the governors or the Sons of Norway International Board of Directors.
- 3. Other Committees
 - a. The Foundation may appoint other committees to assist in the administration of the Foundation affairs. These committees may include Development, Grants and Scholarships, District Foundation Directors, Honorary Board Member Committee.

ARTICLE 5 OFFICERS

The terms of the Sons of Norway Foundation Chair, Vice Chair, Secretary and Treasurer shall commence upon election by the Board of Governors.

- 1. The President and Chief Executive Officer (CEO) of the of Sons of Norway shall be the CEO of the Sons of Norway Foundation.
 - a. The Foundation CEO shall, in general, supervise and control the Foundation's affairs. The CEO shall have authority, subject to rules, as may be prescribed by the Board of Governors to appoint agents and employees as deemed necessary, and to prescribe their powers, duties and compensation. The agents and employees shall hold office at the CEO's discretion.
 - b. The CEO shall have authority to sign, execute and acknowledge on behalf of the Foundation all deeds, bonds, stock certificates, contracts, leases, reports and documents or instruments necessary or proper to be executed in the course of the Foundation's business. The CEO may delegate those authorities to any other foundation officer or agent.

2. The Sons of Norway Foundation Chair shall be elected from among the members of the Board of Governors shall serve a two-year term. The chair shall:
 - a. preside over all meetings of the Board of Governors; and
 - b. perform other duties from time-to-time as assigned by the Board of Governors;
 - c. appoints committee members.
3. The Sons of Norway Foundation Vice Chair shall be elected from among the members of the Board of Governors shall serve a two-year term. The Vice Chair shall, in the absence of the Chair, perform his or her duties.
4. The Sons of Norway Foundation Secretary shall be elected from among the members of the Board of Governors shall serve a two-year term. The Secretary shall:
 - a. keep the minutes of the Board of Governors' meetings;
 - b. ensure that all notices are duly given in accordance with these bylaws or as required by law;
 - c. be the custodian of the corporate records; and
 - d. perform all duties incidental to the office of secretary, and other duties assigned by the Board of Governors.
5. The Sons of Norway Foundation Treasurer shall be elected from among the members of the Board of Governors and shall serve a two-year term. The treasurer shall:
 - a. review expenses;
 - b. chair the audit committee;
 - c. serve on the executive committee;
 - d. chair the finance/investment committee;
 - e. provide general financial oversight; and
 - f. oversee the filing of the IRS form 990 annually.

ARTICLE 6

FOUNDATION DIRECTOR

The President and Chief Executive Officer (CEO) of Sons of Norway shall hire the Foundation Director. The Foundation Director carries out the day-to-day operations of the organization and reports to the Sons of Norway CEO. The CEO shall establish the Director's duties and responsibilities, and the board can designate other duties as necessary. The Foundation Director shall attend board meetings, report on the progress of the organization, answer questions from the board members, and carry out the duties as set forth by the Sons of Norway CEO.

ARTICLE 7

BYLAW AMENDMENTS

Bylaws may be amended as follows:

1. Foundation bylaw amendments may only be adopted by the Sons of Norway International Board of Directors, and they become effective immediately upon such approval.

2. The Board of Governors may propose an amendment to the bylaws by resolution adopted by a majority of the governors voting. Those amendment proposals approved by the Board of Governors shall then be forwarded to the IBOD for consideration.
3. The Sons of Norway International Board of Directors may propose an amendment to the bylaws by resolution adopted by the majority.

CERTIFICATION

These bylaws were approved at a meeting of the International Board of Directors on November 14-15, 2024.

IN WITNESS WHEREOF, we have hereunto set our hands this eleventh date of April, 2025.

Signed: 
Sons of Norway Foundation Chair

Signed: 
Sons of Norway International Chair

Signed: 
Sons of Norway Chief Executive Officer

Revised: 4/11/2025