

The American Club of Sweden December 2018 Bylaws Amendments Proposal

For consideration at 20 December Special Meeting

Summary

At the 2018 Annual General Meeting of the American Club of Sweden there was a proposal to amend the bylaws of the club to better reflect the purpose of the Club. However, since the proposal was not announced to Members correctly in advance of the Meeting, it was agreed to instead hold a Special Meeting later in the year at which the amendment could be voted on.

The new Board has taken this opportunity to review the current bylaws more thoroughly and, on top of the originally proposed amendment, is proposing additional amendments to the bylaws. Most of the changes are minor and ensure consistency and clarity of language throughout.

Along with the originally proposed change to the language describing the purpose of the Club, the three more significant changes proposed by the Board are as follows:

- The elimination of the organizational members category. The aim of this change is to bring the membership structure more in line with the reality of the Club as it is today, and to instead shift to sponsorship-based engagement with companies and organizations.
- The change of English as the Club's "official" language, to instead be the Club's working language. This has no practical effect for the Club, but reflects a more inclusive and welcoming Club culture.
- The change from specifying the process for approving new members to instead follow a process proposed by the Club President and approved by a supermajority of the Board. This allows for implementation of more streamlined processes for approving new members of the Club.

The following describes the proposed amendments. The natural division of the bylaws into sections is used to divide the changes into individual amendments. For each amendment the proposed changes are described and a reason is provided for each. Please also see attached document *December 2018 Changes to Bylaws (as Proposed)* to see the exact changes side by side with the current bylaws language.

Amendments Proposed

Amendment 1: Article I, Section 2

Change Proposed: Replace section 2 with “The purpose of the Club is to strengthen social and cultural bonds between individuals and groups in the United States and Sweden by facilitating the exchange of knowledge and experience of cultures, customs, and values.”

Reason: Updates the description of the purpose of the Club to more clearly state the Club’s purpose as a civil society group that connects people and groups with an emphasis on cultures, customs, and values.

Amendment 2: Article II, Section 1

Change Proposed: Replace first sentence with “Eligible for membership are individuals who identify with and subscribe to the purpose of the Club.”

Reason: Brings the membership eligibility in line with the purpose of the Club and removes emphasis on U.S. citizenship / physical presence in the U.S., which in practice was not a requirement already.

Amendment 3: Article II, Section 2

Change Proposed: Eliminate organizational membership category and enable Club President and Board to propose and approve a process for approving new members.

Replace Section 2 content after “shall include:” with the following:

“Regular Members, who shall apply for Membership and be reviewed and approved by the Club’s Board of Directors (“Board”); and
Ex officio Members, including current employees of the Embassy of the United States of America in Sweden (“U.S. Embassy”) awho shall apply for ex officio Membership and be reviewed and approved by the Board; ex officio Members are exempt from paying Membership dues and have no voting rights.
Changes to the process for reviewing and approving Standard Members shall be proposed to the Board by the Club President and approved by a two-thirds (2/3) majority vote of the Board;”

Reason: Brings the membership structure more in line with the reality of the Club as it is today, and allows us to instead shift to sponsorship-based engagement with companies and organizations. Also enables to the Club President and the Board to change the process for approving new members, removing the hard requirement for a Board vote at a Board Meeting.

Amendment 4: Article II, Section 3

Change Proposed: In final sentence, replace word “other” with “Regular”, and “Club” with “Membership”.

Reason: Ensures consistency of language.

Amendment 5: Article II, Section 4

Change Proposed: Eliminate “, and may be set at different levels for the different categories of membership” and “regular”.

Reason: Ensures consistency of language.

Amendment 6: Article III, Section 5

Change Proposed: Change “Board vacancies can be filled until the end of the term by a two-thirds (2/3) majority vote” to instead read “Board vacancies can be filled until the end of the term by a two-thirds (2/3) majority vote”

Reason: Ensures clarity on how long Board Members filling vacancies can serve.

Amendment 7: Article III, Section 5

Change Proposed: After “replacement Officer”, insert “to serve for the remainder of the term by a two-thirds (2/3) majority vote”

Reason: Ensures clarity on how long Officers filling vacancies can serve and consistency of procedure.

Amendment 8: Article IV, Section 1

Change Proposed: Move current Section 1 to Section 2, and instead insert “The Board shall strive to meet at least once per month but with never more than 60 days between Board Meetings, except between July 1st and August 31st.” Also changes numbering of Article IV to reflect insertion of new Section 1.

Reason: Ensures the Board meets on a regular but manageable basis to plan the activities and business of the Club.

Amendment 9: Article VI, Section 1

Change Proposed: Replace “meet” with “have events or activities for Members”.

Reason: Clarifies language that has been interpreted to mean events and activities for members.

Amendment 10: Article VI, Section 2

Change Proposed: Change second sentence to read “Notice of the Annual Meeting is to be distributed to all Members at least fourteen (14) days prior to the Annual Meeting, and shall also be posted on the Club's website.”

Reason: Ensures consistency and clarity of language.

Amendment 11: Article VI, Section 4

Change Proposed: Replace “Chairman” with “Chair”

Reason: Ensures more inclusive language used.

Amendment 12: Article VI, Section 5

Change Proposed: Change last sentence to read “A notice shall be sent to all Members at least fourteen (14) days prior to the Special Meeting.”

Reason: Ensures consistency and clarity of language.

Amendment 13: Article VI, Section 6

Change Proposed: Replace “Regular and Organizational” with “Regular and Honorary”.

Reason: Ensures consistency with other Amendment 3.

Amendment 14: Article VI, Section 7

Change Proposed: Replace “Chairman” with “Chair”

Reason: Ensures more inclusive language used.

Amendment 15: Article VI, Section 8

Change Proposed: Insert new Section 8 that reads “The working language of the Club shall be English.”

Reason: Ensures clarity on the practical matter of which language shall be used for Club documents and Meetings.

Amendment 16: Article VIII, Section 2

Change Proposed: Replace entirety of Section 2 with “A Member may be expelled from the Club if the Board determines by a four-fifths (4/5) vote that the Member has acted in a manner inconsistent with the purpose or interests of the Club.”

Reason: Ensures clarity of language and reduces redundancy.

Amendment 17: Article IX

Change Proposed: Insert “Special- or” before each instance of “Annual Meeting”.

Reason: Clarifies that amendments to the Bylaws can be proposed and passed at Special Meetings, which in practice has been the current interpretation already.

As proposed by the Board of the American Club of Sweden

Submitted to the Board in writing on 14 November, 2018 and unanimously approved

2018 Bylaws Committee: Anders Bjers, Alexander Lange, Mary Scheuermann

Note: Previously planned minor change of Chairman to Chair omitted in initial proposal, added Dec 4