

The American Club of Sweden

December 2018 Changes to Bylaws (as Proposed by the Board)

Note: Each amendment numbered in superscript

BYLAWS

Article I

Name, domicile, purpose and history

Section 1

The name of the organization is The American Club of Sweden ("Club"), and shall be domiciled in Stockholm, Sweden.

Section 2

~~The purpose of the Club is to facilitate the strengthening of bonds between the United States of America and Sweden, through the exchange of knowledge, customs and ideals in social gatherings of its Members and guests. The official language of the Club shall be English.~~

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.¹

Section 3

Today's Club reflects and embraces the history of its predecessor organizations: The Swedish-American Society of Stockholm (1905); The New York Club (1919), which changed its name to The American Club of Stockholm (1927); The merger of the Swedish-American Society of Stockholm and the American Club of Stockholm, and adoption of the current Club name (1980); and, The merger with American Citizens Abroad in Sweden (2003).

Article II

Membership eligibility, categories and dues

Section 1

~~Eligible for membership are citizens of the United States, persons who have worked or studied in the United States, and those individuals or organizations that otherwise identify with, or have a special interest in, the purpose of the Club.~~ Eligible for membership are individuals who identify with and subscribe to the purpose of the Club.² Collectively these shall be known as "Members."

Section 2

Standard membership categories shall include:

~~Regular Members, who shall apply for Membership and be approved by a majority vote of the Club's Board of Directors ("Board");~~

~~Organizational Members, comprising companies, firms or other organizations that have an interest in promoting the purpose of the Club, which must be approved by a majority of the Board; and~~

~~Ex officio Members, including current employees of the Embassy of the United States of America in Sweden ("U.S. Embassy") who apply for Membership and are approved by a majority of the Board; ex officio Members are exempt from paying Membership dues and have no voting rights.~~

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") who 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.³

Section 3

Honorary Members are defined as persons whom may be expected to advance the purpose of the Club, or persons to whom the Club is especially indebted.

The Club may elect as its Honorary President the U.S. Ambassador to Sweden or in the extended absence of an Ambassador the **Chargé d'Affaires** upon nomination and approval of the Board by a two-thirds (2/3) majority vote.

Nominations for other Honorary Members shall be made in writing to the Board. If such a proposal is recommended by the Board by a two-thirds (2/3) majority vote, it shall be submitted for a vote by Members at the Annual Meeting of the Club, whereupon a majority vote of at least two-thirds (2/3) shall be required for adoption. Honorary Members shall have the same privileges as ~~other~~ *Regular* Members of the Club, and are exempt from ~~Club-Membership~~ dues.⁴

Section 4

Membership dues are comprised of an initiation fee plus ongoing annual dues thereafter.

Annual dues shall be fixed each year at the Annual Meeting of the Club for the following calendar year, ~~and may be set at different levels for the different categories of membership~~. The Board is authorized to grant exemption from, or reduction in, the ~~regular~~ Membership dues.⁵

Article III

Board of Directors and Officers

Section 1

The business of the Club shall be governed and administered by a Board of Directors, consisting of at least ten (10) and not more than fifteen (15) members. The Board shall be elected at the Annual Meeting to terms of two (2) years, half of the Board being elected every other year. Consistent with the purpose of the Club, every effort should be made to ensure that the Board includes a balanced mix of Americans and Swedes.

Section 2

The U.S. Embassy in Sweden shall be entitled to one representative on the Board, serving in an *ex officio* capacity, with voting rights. The Board may elect such a representative as a Board Member upon nomination by the U.S. Embassy and approval by a majority of the Board.

Section 3

Club Officers shall be elected from among Board Members, by Club Members represented at the Annual Meeting. Officers shall consist of a President, First Vice President, Second Vice President, Secretary and Treasurer, each of whom are elected to a one year term.

Section 4

The President, First Vice President, and Second Vice President shall serve a maximum of five consecutive one-year terms in the same office.

Section 5

Should the number of Directors fall below the minimum requirement of ten (10) and more than one month remains before the next scheduled Annual Meeting of the Club, Board vacancies can be filled **until the end of the term** by a two-thirds majority (2/3) vote of remaining Directors to ensure the Board minimum is maintained.⁶

Section 6

Should a vacancy occur among the Officers, the Board is authorized to elect a replacement Officer **to serve for the remainder of the term by a two-thirds (2/3) majority vote**, provided at least one month remains before the next scheduled Annual Meeting.⁷

Article IV

Meetings of the Board of Directors

Section 1

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.⁸

Section 2

A proposed Agenda for Board meetings is to be distributed to Board Members at least one (1) week prior to scheduled meetings, and is to be approved by the Board at the beginning of each meeting. Minutes of Board meetings should be distributed to Board Members not later than three (3) weeks following a meeting, and shall be approved by the Board at its next meeting. Agendas and minutes of Board meetings shall be made readily available to any Member upon written request.

Section 23

Half of the Board Members present shall constitute a quorum.

Section 34

In the event of a tie vote at a Board meeting, the President shall be empowered to cast the deciding vote.

Article V

Committees and working groups

Section 1

The Board is empowered to establish standing and *ad hoc* committees as necessary, to execute Club business and activities.

Section 2

A Nominating Committee shall be elected at the Annual Meeting, comprised of between three to five (3-5) members.

Article VI

Meetings of the Club and voting rights

Section 1

The Club should strive to ~~meet~~ have events or activities for Members at least once every month between September 1st and June 30th.⁹

Section 2

The Annual Meeting of the Club shall be held each year prior to June 30th, ideally in conjunction with the celebration of a major U.S. holiday. Notice of the Annual Meeting is to be distributed to all Members at least ~~two (2) weeks~~ fourteen (14) days prior to the Annual Meeting, and shall also be posted on the Club's website.¹⁰

Section 3

Members may submit motions to the Board of Directors for possible consideration at the Annual Meeting. These are to be in writing and submitted to the Board no later than March 31st. Motions are to be sufficiently documented as to purpose, the value to the Club and an estimate of financial impact (if any). Proposals for motions that are approved by a majority vote of the Board of Directors will be presented to Members at the Annual Meeting. A majority vote of Members present at the Meeting is required for approval, unless in contradiction with other Sections of these Bylaws.

Section 4

The business of the Annual Meeting shall include, but is not limited to:

1. Election of Chairman and Secretary of the Meeting;
2. The presentation of the Annual Report of the Board;
3. Approval of balance sheet and income statement;
4. Presentation of the auditor's report;
5. Discharge from liability of Board Members for the year;
6. Election of Members of the Board;

7. Election of Officers;
8. Election of the Nominating Committee;
9. Election of up to two auditors;
10. Fixing of annual dues;
11. Other business.¹¹

Section 5

Special Meetings of the Club may be called by a two-third (2/3) majority vote of the Board, or by presentation to the Board of a petition signed by at least ten percent (10%) of Members in good standing. A notice shall be sent to all Members at least ~~two (2)~~ **weeks-fourteen (14) days** prior to the Special Meeting.¹²

Section 6

Each ~~Regular and Organizational~~ **Regular and Honorary** Member is entitled to one vote. Only a Member may act as proxy for another Member, and no Member may execute more than one proxy.¹³

Section 7

Voting is open; however, if so requested by an eligible voting Member who is present, a vote shall be conducted by secret ballot. This shall include elections of Board Members and/or Officers, if so requested. In the event of a tie, the Meeting Chair~~man~~ shall cast the deciding vote.¹⁴

Section 8

The working language of the Club shall be English.¹⁵

Article VII

Fiscal year, Club finances and audits

Section 1

The Club's fiscal year is the calendar year.

Section 2

The finances of the Club shall be managed by the Club Treasurer under the supervision of the Board. The Treasurer shall keep accounts that shall be incorporated in a balance sheet and income statement for each calendar year, and included in the Board's Annual Report. The Treasurer's report shall be presented to the Club's auditor(s) at least fourteen (14) days prior to the Annual Meeting.

Section 3

The Club Treasurer or Club President, or both, shall have signing authority for all Club financial accounts and instruments. All Club Officers shall have signing authority for Club business, with the previous limitation to financial accounts and instruments.

Section 4

An independent auditor shall be appointed by the Members of the Club at the Annual Meeting. The auditor shall examine all accounts and supporting documents, and shall report in writing to the Board for presentation at the Annual Meeting.

Article VIII

Resignation and expulsion of Members

Section 1

A Member who has not renewed the annual membership by paying the annual dues after one reminder and within six months after date of invoice will be deemed to have resigned from the Club.

Section 2

~~The Board may request the resignation of a Member if it is deemed by a four-fifths (4/5) vote of the Board that the Member is acting in a manner inconsistent with the purpose~~

~~or interests of the Club, or if the Member has failed to pay membership dues within a timely manner, as determined by the Board.~~ 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.¹⁶

Article IX

Amendments to Constitution and Bylaws

Proposals for amendments to the Constitution and Bylaws of the Club shall be presented in writing to the Board. The Board shall make said proposals known to Members and offer its opinion of them at the next ~~Special-~~ or Annual Meeting of the Club. Proposed amendments may only be adopted by a majority of at least two-thirds (2/3) of the votes cast at the ~~Special-~~ or Annual Meeting. Proposals for amendments to the Constitution and Bylaws may not be included in an agenda of a ~~n~~ ~~Special-~~ or Annual Meeting if not so specified in the advance notice of that Meeting.¹⁷

Article X

Dissolution

The Club may be dissolved by a two-thirds (2/3) vote of the Members at a Special or Annual Meeting. The assets of the Club shall first be used for payment of any debts. Any remaining balance shall be donated to an organization or organizations that embrace the spirit of the Club's purpose, as determined by a two-thirds (2/3) majority vote of the final Board of the dissolved Club.