

# CONSTITUTION OF THE TRØNDERLAG OF AMERICA, Inc.

## ARTICLE I – NAME

The organization shall be called “The Trønderlag of America, Inc.”. It is incorporated under Chapter 317A, Corporate Charter No. 1471610-2 in the State of Minnesota, said Certificate of Incorporation being dated 08/16/2005. Hereafter in this document the organization may be referred to as the Trønderlag or Lag.

## ARTICLE II – PURPOSE

The purpose for which this Organization is organized and operated is exclusively literary and educational, as defined in Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Under these regulations the further purpose of this organization shall be mutual helpfulness and the promotion of all phases of genealogical research to all interested persons relating to the Nord- (North) and Sør- (South) Trøndelag fylker (districts) in Norway. To this end, the organization shall endeavor to establish a diversified program of activity for the following educational and literary purposes:

1. to aid in the preservation of Norwegian history, culture and heritage for coming generations by collecting and preparing historical information and data relative to immigration and settlement and to encourage research and writing of family, immigration and settlement histories.
2. to maintain communication and develop working relationships between the members of Trønderlag and other related organizations with Norwegian heritage.
3. to develop and maintain a library of resources, such as bygdebøker (farm histories) and Norwegian church and government records and any other such information as may be pertinent to the purposes of the lag.
4. to maintain and enhance fellowship among the descendants of people from the Trøndelag area of Norway and to maintain a bond between Trønders in North America and Norway.

To further these purposes, the Trønderlag may hold conferences, symposia and other meetings, publish journals, books and other publications; seek and accept grants, gifts and contracts for any of the said foregoing purposes; and exclusively for the public benefit, use, publish and otherwise make available to the general public on a nondiscriminatory basis the results of its collection of information derived from the foregoing activities.

## ARTICLE III – GOVERNMENT

The Trønderlag of America Board of Directors, as defined in the Bylaws, shall be the legal representative of the association and as such shall have, hold, and administer all the property, funds and affairs of the association. The Board of Directors is authorized and empowered on behalf of the association to receive by devise, bequest, donation, or otherwise, either real or personal property, and to hold the same absolutely or in trust, and to invest, reinvest, and manage the same and to apply said property and the income arising there from to the objectives of the association. The Board of Directors also shall have power to allocate the funds of the association for the purposes of carrying out the objectives of the association. Provisions for the regulation of the internal affairs of the association shall be provided for in the Bylaws of the Trønderlag of America.

#### ARTICLE IV – MEMBERSHIP

1. Membership in the Trønderlag is available for any person who was born in the Trøndelag areas of Norway; any person who is a descendent of an ancestor from the Trøndelag areas or who is affiliated with persons from these areas of Norway; spouses and family members of such a person; or anyone who has a sincere interest and/or desire to join the Trønderlag of America is eligible for membership in the Lag.
2. The conditions, terms, privileges, rights, duties and cost of membership shall be stated and provided in the Bylaws or the Policies and Procedures Manual of the Trønderlag.

#### ARTICLE V – ELECTIONS

The manner of the election or appointment of the members of the Board of Directors shall be provided for in the Bylaws of the association.

#### ARTICLE VI – DISSOLUTION AND DISPOSITION OF ASSETS

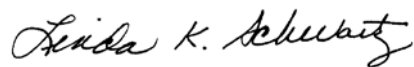
1. The Lag may be dissolved by a simple majority affirmative vote of membership. The method of obtaining such vote shall be in accordance with Article VII of the bylaws of the Trønderlag.
2. No officer, member or private person shall share in the distribution of any of the corporate assets upon dissolution of the Trønderlag of America.
3. In the event of dissolution or termination of the Trønderlag of America, the Board of Directors shall, after payment of all of the liabilities of the association, dispose of all of the assets of the association exclusively for the objectives of the association in such manner or to such organization or organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations as defined under Section 501 (c) (3) of the Internal Revenue Code at the time of such dissolution as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of proper jurisdiction exclusively for such purposes or to such organization(s) as said court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE VII – AMENDMENTS TO THE CONSTITUTION

This constitution may be amended by a two-thirds (2/3) vote of the members present and voting at an annual meeting of the Lag.

- End of Constitution -

*Constitution certified as approved by the Membership at the Trønderlag Business meeting 3 August 2006:*



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Linda K. Schwartz – President, Trønderlag of America

## BYLAWS OF THE TRØNDERLAG OF AMERICA, Inc.

### ARTICLE I – DEFINITIONS

The following words as used in these Bylaws shall have the meanings set forth in this Article:

- *Aarbok* shall mean a year book, usually published on an annual basis.
- *Ad Hoc Committee* shall mean a committee that may be formed at the discretion of the President.
- *Board of Directors* shall mean the entire governing Board of Directors of the Trønderlag of America.
- *Chair* shall mean the title description of a member of the Board that is appointed by the President.
- *Director* shall mean a member of the Board of Directors.
- *Executive Committee*: shall mean the officers authorized to act on behalf of the Board of Directors in handling the interim affairs of the association.
- *Lag* shall mean a group or organization with a common interest.
- *Officer* shall mean an elected member of the Board of Directors.
- *Policy* shall mean the stated position of Trønderlag on a particular matter.
- *Procedure* shall mean the rules adopted by Trønderlag and approved by the Board of Directors to carry out policies.
- *Standing Committee* shall mean a committee that is required by the Bylaws.
- *Stevne* shall mean a convention or meeting.

### ARTICLE II – BOARD OF DIRECTORS

1. The authority for the management, policies, and actions of The Trønderlag of America, Inc. shall be vested in its Board of Directors.
2. An individual elected or appointed to a position of the Board of Directors must be a member in good standing of The Trønderlag at the time of election or appointment and shall remain so through the full term of the appointment or election.
3. The Board of Directors shall consist of eleven (11) members including the Officers.
4. All eleven (11) members of the Board of Directors shall have one vote of equal status.
5. The Trønderlag shall have five (5) Officers consisting of the President, Past President, Vice President, Treasurer, and Secretary. The President, Vice President, Treasurer, and Secretary shall be elected by the membership in accordance with Article VII of these Bylaws.
  - a. The President shall serve a term of three (3) years. The President can seek re-election to serve a total of two consecutive terms. The President shall assume the position of Past President at the conclusion of the term.
  - b. The terms of the Vice President, Treasurer, and Secretary shall be three (3) years. Each may seek re-election.

6. The remaining six (6) positions shall be termed Director or Chair Positions with titles as described in Article V of these Bylaws. These positions are appointed by the President with the approval of three of the other four Officer positions.
7. The term of all appointed positions shall automatically terminate with the end of the term of the president who appoints them. These appointed Board positions are not subject to the two term limit but must be reappointed by the new President at the beginning of each term.
8. Should a vacancy occur in any of the Officer positions, the Board shall appoint an Officer for the vacancy until the next annual meeting when a vote of the members in attendance will be taken. The interim appointment shall require a simple majority of the Board of Directors. Filling a vacancy will not count as a regular term.
9. A member of the Board of Directors may hold multiple Director/Chair positions with a limitation of two such positions per member. In any event, the Board of Directors shall not number less than seven members.
10. Each member of the Board shall have one vote. During normal Board meetings, the President shall be an abstaining vote except when required as a tie-breaking vote.
11. When the Board is not in session, power to act on all matters necessary for the administration of the Trønderlag shall be vested in the Executive Committee.
  - a. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer and the Past President.
  - b. All decisions and actions taken by the Executive committee shall be subject to review and approval of the full Board at its next meeting.
12. Meetings of the Board: Regular meetings of the Board of Directors shall be held a minimum of three (3) times per year.
  - a. The meetings normally are held at the annual Stevne, in October and in May of each year.
  - b. The President may change the dates/time of the above meetings based on extenuating circumstances by notifying the Board members by phone, letter or email a minimum of ten (10) days in advance of the meeting.
  - c. Additional meetings of the Board may be called at any time by the President or a majority of the board with the same notification as defined in paragraph b. above.
  - d. Any one or members of the Board or any committee thereof may participate in a meeting of the Board or any such Committee by means of a conference telephone, email or similar communications equipment. Participation by such means shall constitute presence at the meeting.

### ARTICLE III – BOARD OF DIRECTORS LIABILITY

To the extent permitted by law, each Board member and subsequent heirs, executors, and administrators shall be indemnified by the Trønderlag against expenses, including attorney's fees reasonably incurred in connection with any claims, action, suit or proceeding to which such Board member may be made a party by reason of being or have served on the Board including any judgment rendered against him or her and any amount paid by him or her in reasonable settlement of such claim, action, suit or proceeding.

### ARTICLE IV - OFFICERS

The Officer positions within the Board of Directors are: President, Past President, Vice President, Treasurer, and Secretary.

1. **President:** The President is the executive head of and presiding officer over the association, as well as the direct superior of all Board and committee and sub-committee persons. The president serves as a member of all committees, *INSERT: except the Nominating Committee*, and presides over all annual and special meetings of the membership, Board of Directors and the Executive Committee.
2. **Past President:** The Past President term commences automatically after having served as President of the organization. The Past President shall act as an advisor to all Board positions in all aspects of managing the organization and shall work to ensure and enhance continuity in the Board of Directors positions.
3. **Vice President:** The Vice President, after being duly elected by the membership, shall act in the absence of the President, assist the President in any way possible and provide recommendations and philosophical direction during the development of and conducting of the activities of the organization.
4. **Treasurer:** The Treasurer, after being duly elected by the membership, shall be responsible for all aspects of the finances of the organization. The Treasurer shall be responsible for the continuing growth in the membership and act as Membership Chair in providing general services to the membership in accordance with the purposes of the organization.
5. **Secretary:** The Secretary shall be responsible for keeping the minutes of the annual meeting, other meetings of the Lag, the minutes of the meetings of the Board of Directors and the executive officers. The Secretary shall assist the President with correspondence and other duties as may be defined by the President.

## ARTICLE V – BOARD POSITIONS (with the title of Director)

The term Director signifies that the person holding that position has the authority to appoint members to a committee to accomplish the goals, responsibilities, and duties of the position with the approval of the President. Directors are appointed by the President, with the approval of the other Officers, and have a full vote on the Board of Directors.

1. **Genealogist:** The Genealogist shall be responsible for the genealogical assistance to the membership, the genealogical inventory and the genealogy related educational activities of the association.
2. **Newsletter Editor:** The Newsletter Editor designs, develops, collects content and publishes the association newsletter.
3. **Historian:** Through various means, the Historian shall collect and preserve historical information and records of the Lag's activities and preserves that information as the history of The Trønderlag of America. The completed record for each year shall be made available to the board, the general membership and the public.
4. **Public Relations:** The Public Relations Director works with the various other Board positions and committees to effectively publicize the Trønderlag activities.
5. **General Board Member:** The two General Board Members shall accept duties and responsibilities as defined by the President.

## ARTICLE VI – COMMITTEES (Standing and Ad Hoc)

The Trønderlag has the following standing committees whose responsibilities may be expanded by the Board of Directors if the Board deems it necessary for the effective conduct of the Lag's business: All Committee Leaders are appointed by the President. Committee Leader positions may be held by Board members or by individuals from the general membership.

1. **Nominations Executive:** The President shall appoint one of the other Board positions with the responsibility of preparing nominations for the Vice President, Treasurer, and Secretary.
2. **Webmaster Committee:** The Committee has the responsibility of designing and maintaining the organization website for the purposes of education and information. The URL of the website is [www.trønderlag.org](http://www.trønderlag.org).
3. **Stevne Committee:** The Committee proposes and prepares programs for the Lag's Annual Stevne and for any other Lag membership meetings. It is responsible for assuring that its programs are supportive of the Lag's purposes and are successfully implemented. The Committee also recommends locations, times and dates for the Stevne and membership meetings. The Committee may work cooperatively with other Lags in planning for and developing the annual Stevne program.
4. **Aarbok Committee:** Aarboks are published on an irregular basis. When approved by the Board of Directors, the Committee prepares a yearbook consisting of non-fiction articles about Lag activities, Norwegian history, and historical stories of immigrants from the Trøndelag region of Norway.

5. **Ad Hoc Committees:** The Board of Directors may authorize the appointment of temporary ad hoc committees to meet specific needs of the Lag. The existence of such a committee terminates:
  - a. when its purpose has been fulfilled.
  - b. at such time as is fixed by the Board.
  - c. is automatically terminated at the end of the President's term who appointed the committee. Must be appointed or reappointed by the new or re-elected President at the beginning of the term.

## ARTICLE VII – ELECTIONS

1. The President shall appoint one member of the Board of Directors to be the Nominating Chair. The Nominating Chair may appoint further members as a Nominating committee as he/she desires. The appointment shall be made in sufficient time before the slate of officers is presented to the membership for voting to allow proper distribution of information regarding the candidates.
2. The President, Vice President, Treasurer and Secretary are elected by a vote of the entire membership.
  - a. All members in good standing shall be eligible to vote.
  - b. All Board position terms are three years in length. Elections for the President, Vice President, Treasurer, and Secretary shall be held every three years with all Officers being elected in the same year.
  - c. Method of Voting:
    - i. The biographies of all candidates shall be provided to the entire membership via one or a combination of the following methods: Biographies may be posted to the Trønderlag website, distributed by postal letter, printed in the Lag newsletter or be distributed by email.
    - ii. A voting postcard shall be sent to each member with a checkbox for each candidate. Such voting postcard shall include a space for each office to be elected for a write-in candidate. The voting postcard does not carry return postage. The postmark deadline for mailing the voting card shall be clearly identified on the voting card.
    - iii. If the cost of a family membership is the same as an individual membership, one voting card shall be sent to the family.
    - iv. The identity of the voter shall remain anonymous.
    - v. Voting cards shall be returned to an individual appointed by the executive committee who shall tally the votes and certify the returns. After the results of the election are reported to the membership at the annual meeting, all voting cards should then be destroyed.
3. A return of 15% of the membership shall be required for a valid election. A candidate must receive a simple majority of the votes received to be elected to the office. In the event where more than two candidates are competing for an office and a simple majority of the returns is not obtained by one candidate, a run-off election following these same procedures shall be conducted within 45 days of the closing of the first election postmark deadline.

4. The elections shall be completed before the annual business meeting.
5. The membership shall be notified of the election results at the annual meeting and in the next newsletter.
6. The Board of Directors shall assume their Board positions immediately following the annual meeting at which the results of the election are announced.

#### **ARTICLE VIII – MEMBERSHIP**

The Trønderlag shall be a membership organization. Any person who was born in the Nord- (North) and Sør- (South) Trøndelag districts (fylkes) in Norway; who is a descendent of someone from the Trøndelag areas; who is affiliated with persons from these areas of Norway; spouses and family members of such a person; or anyone who has a sincere desire to join the Trønderlag of America is eligible for membership in the Lag.

1. The Board of Directors is authorized to establish membership dues and other rules pertaining to membership in accordance with the Bylaws.
2. The annual membership dues shall be set by the Board of Directors of the Lag and shall run from January 1 through December 31 each year.
3. Membership is accomplished by filing an application for membership and paying the annual membership dues.
4. Membership in the Lag does not constitute a contract with the Lag or any of the members, officers or directors.
5. Trønderlag Privacy Policy: In view of the information revolution, the use of the Internet and the potential for identity theft, a privacy policy, with the goal of protecting the membership information shall be developed, maintained and modified as deemed necessary. The Privacy Policy shall be defined by the Board of Directors and published in the Policies and Procedures Manual.

#### **ARTICLE IX – MEETINGS**

There shall be an Annual Business Meeting and an Annual Stevne (conference). The meetings normally will be held concurrently each year; however, the Board of Directors may schedule either of the meetings at another time if needed.

The **annual business meeting** shall be held at a time and place as called by the Board of Directors. The annual meeting shall include:

1. Reports from the various officers, and board and committee chairs as deemed appropriate by the Board of Directors.
2. Discussion and action on other matters, as necessary and/or desired, at the same meeting.



3. Parliamentary Authority:

- a. Unless otherwise suspended by the President, Robert's Rules of Order, revised, shall determine the conduct of business in all meetings of the Trønderlag and of its governing bodies and committees, except where these rules would be inconsistent with the Articles of Incorporation or the Bylaws.
- b. There shall be no Trønderlag meetings closed to the membership with the exception of the Nominating Committee meetings.

The **ANNUAL STEVNE** shall be educational in accordance with the purposes of the Lag.

1. Educational presentations shall be made for the benefit of the attendees.
2. The Stevne shall provide access to the appropriate genealogical research materials in the Lag's inventory and assistance in genealogical research for the attendees at the annual Stevne.
3. Fellowship and entertainment for the membership shall be provided in a program outside the official business meeting.
4. Reports of the Annual Stevne and Annual Business Meeting will be published on the Trønderlag website and in a subsequent Newsletter.

#### **ARTICLE X – FINANCIAL**

The funding of the organization shall be obtained by membership dues, contributions, registration fees at its events, and the surplus from the sale of goods and services that are in strict accordance with the purposes of the organization.

#### **ARTICLE XI – AMENDMENTS AND MISCELLANEOUS**

These Bylaws may be amended by a two-thirds (2/3) vote of the members present and voting at an annual meeting of the Lag.

-End of Bylaws-

*Bylaws certified as approved by the Membership at the Trønderlag Business meeting 6 August 2011:*

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*Robert M. Fossum – President, Trønderlag of America*