

Sons of Norway Poulsbo Lodge #2-44
Building Association
BY-LAWS

CHAPTER I
NAME, PURPOSES, TERMS

A. Name. In accordance with the Articles of Incorporation, the name of the corporation shall be "The Building Association, Poulsbo Lodge #2-44, Sons of Norway, Inc."

B. Purposes. The purposes for which the Building Association was formed, in accordance with the Federal and Washington State law, were to acquire real estate, to erect a structure thereon, and operate thereof as a non-profit corporation, together with the performance of all acts necessary and incidental thereto.

C. Terms

1. ASSOCIATION or BUILDING ASSOCIATION means Building Association, Poulsbo Lodge #2-44, Sons of Norway, Inc.

2. LODGE means The Fraternal Benefit Society, Sons of Norway, Poulsbo Lodge #2-44.

3. DIRECTOR means a member of the Board of Directors of the Building Association.

CHAPTER II
MEMBERSHIP

A. Members: All members of Poulsbo Lodge #2-44 are members of the Building Association.

B. Directors

1. **Elected Directors:** The Board of Directors of the Building Association has nine members elected by the members of the Building Association for three year terms. Elections are held in such a manner that three members are elected each year for a term of three years.

2. Ex Officio Directors: Two lodge members, selected from and by the new Lodge President and the three Lodge Trustees annually in January, shall serve as *ex officio* directors of the Building Association. *Ex officio* directors shall have full authority, with the rest of the Board, except they shall not be officers of the Building Association.

C. Qualification: A director of the Building Association:

1. must be a member in good standing of Sons of Norway Poulsbo Lodge #2-44;
2. must not be an employee of the Lodge, the Building Association or “Trolls Den” or an employee of any organization affiliated with Poulsbo Lodge #2-44, or contractor, vendor or employee of a contractor or vendor doing business with said entities, or receive financial benefit from any vendor, contractor or employee doing business with said entities. However, this restriction may be waived with respect to any particular transaction by a two-thirds majority vote by ballot of all members of the Board of Directors, excluding any member affected by the waiver, who shall not be entitled to vote on the waiver. A transaction may be a single event or an ongoing relationship shall not extend beyond the first meeting of the succeeding Board of Directors.

D. Officers: The officers of the Association shall be:

1. Chairman
2. Vice-Chairman
3. Secretary
4. Treasurer

CHAPTER III DUTIES AND RESPONSIBILITIES

A. Duties and responsibilities of Building Association Board of Directors

1. Hold title to the building, its fixtures and equipment.
2. Carry extended liability, fire, theft, and comprehensive insurance upon the property of the Building Association, the Lodge and Lodge members. Pay the premium only after review and approval by both the lodge Board of Directors and the Building Association Board of Directors.

3. When necessary, obtain credit and encumber the Association's assets upon approval of the Board of Directors members. Any requests for credit in excess of \$5,000 shall require prior approval at a Building Association meeting, and the details will be presented in the previous monthly newsletter.
4. Promptly correct all health and safety hazards.
5. Pay ordinary repair and operating expenses of up to one half of the monthly rent or \$3,000, whichever is greater. Pay for ordinary repairs, from \$3,000 up to \$5,000, after majority approval of the Board of Directors (may be by electronic means). Pay any emergency expenses up to \$15,000 after majority approval of both the lodge Board of Directors AND the Building Association Board of Directors (may be by electronic means).
6. Fund capital improvements for over \$1,000, upon approval of the Association members at a regular business meeting.
7. Lease the building to the Lodge.
8. Enter into maintenance, repair and remodeling contracts.
9. Attend all regularly scheduled meetings.

B. Duties and responsibilities of Building Association officers:

1. **Chairman.** The Chairman shall:
 - a. be the chief executive of the corporation and preside at all meetings and have the general and active management of the business of the Building Association under the direction of the Directors;
 - b. attend all Poulsbo Lodge #2-044 Board meetings and general business meetings and give a monthly report on the activities of the Building Association;
 - c. insure that proper bonding is acquired for anyone handling Association funds.
2. **Vice-Chairman.** The Vice-Chairman shall:
 - a. in the absence of the Chairman perform the duties and exercise the powers of the Chairman;
 - b. maintain and update a Building Association Policies and Procedures

Manual on flash drives. Distribute this information to all Building Association Directors annually by January 1. Additionally, new mid-term Directors shall receive this information and specifically a copy of the by-laws.

3. **Secretary.** The Secretary shall:

- a. record attendance, votes and proceedings of the Association and Board of Directors at all sessions and meetings. Include any decisions made electronically in the next monthly minutes.
- b. Following each Board of Directors meeting, distribute copies of the meeting minutes to the Building Association Board of Directors and the lodge Board of Directors.

4. **Treasurer.** The Treasurer shall:

- a. have custody of the Association funds and securities;
- b. keep full and accurate account of receipts and disbursements in books belonging to the Association and maintain such records as may provide for an accurate accounting of the financial condition of the Association;
- c. make all disbursements by check only;
- d. provide a true and complete statement of all bills and disbursements at all monthly meetings of the Building Association Board of Directors.

CHAPTER IV MEETINGS AND ELECTIONS

A. Meetings

1. Regular meetings of the Board of Directors shall be held monthly, except July, August and December. The meeting time for the following meeting should be reviewed (and potentially modified) at the end of each prior regular meeting.

2. Special meetings may be called by the Chairman whenever required, and shall also be called on written demand by three Directors

3. Meeting place shall be at Poulsbo Sons of Norway Lodge, typically in the Viking Room.

4. Meetings are to be governed by Robert's Rules of Order.
5. Six directors shall constitute a quorum for the Association to do business.
6. A copy of these By-laws must be available at all meetings of the Association.
7. Emergency decisions may be made by electronic means, with the Secretary noting those decisions in the following meeting minutes.

B. Election of Directors:

1. The election for membership on the Board of Directors shall be held at the regular annual membership meeting of the Building Association, which will be in June.
2. The term of office becomes effective at the time of the following Building Association Board of Directors meeting and shall terminate upon election of a successor.
3. Vacancies on the Board of Directors may be filled at the next general meeting of the Building Association following the vacancy. A person elected to complete the term of one creating a vacancy shall serve the balance of the unexpired term. When multiple nominees are elected to positions having different terms, the nominee(s) receiving the greater number of votes shall be elected to the position(s) having the longer term.

C. Election of Officers: The first order of business at the Board of Directors meeting, following the Building Association June meeting, shall be to elect officers. Officers shall be elected to serve one year.

D. Audits: Audits shall be conducted annually and prior to the seating of a new Chair or Treasurer (if requested by the new chair) by auditors of the Lodge.

CHAPTER V

REMOVAL OF DIRECTORS

A. Misconduct: The Directors, by a majority vote, may remove from office or from the Board of Directors or both, any Director by reason of incompetence, disobedience, moral or physical disqualifications, embezzlement, or neglect of official duties, provided that a written complaint has been sent to the Board of Directors and that the Director concerned has been given an opportunity to defend.

B. Failure to Attend Meetings: If any Director is absent from two successive regular monthly meetings of the Board of Directors without valid excuse presented and approved by the Chair of the Board of Directors, then the Chair of the Board of Directors may give the Director written notice of no less than 14 days prior to the next meeting of the Board of Directors of the intention to remove the Director from office.

CHAPTER VI AMENDMENTS

A. These By-laws may be repealed and/or amended (by a two thirds majority) as set forth in the Articles of Incorporation and must not conflict in any manner with said Articles.

B. Any change in these by-laws must be approved (by a two thirds majority) by the Association Members to become effective. A copy of the By-laws and the Articles of Incorporation must be made available to Association members requesting them.

C. The adoption of these By-laws supersedes all previous By-laws of the Building Association.

CHAPTER VII OTHER REQUIREMENTS

A. Influence Legislation: No part of the activities of this Association shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Association shall not participate in, or intervene in (including the publication or distribution of statement with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

B. Indemnification of the Directors:

1. No Trustee, authorized agent, or representative of the Association shall be liable or responsible for any debts or liabilities of the Association.

2. The Association shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such a person, or his/her successor or assign, is or was a Director, officer, or employee of the Association against the reasonable expenses, including attorney fees, actually and reasonably incurred by such person in connection

with the defense of such action, suit or proceeding. The Association may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit, or proceeding if it shall be found by a majority of the Board that it was to be in the interest of the Association that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled apart from the provision of these By-laws. This indemnification, however, is conditioned upon the following:

- a. he or she conducted himself or herself in good faith;
- b. he or she reasonably believed that his or her conduct was in, or at least not opposed to, the Association's best interest; and
- c. in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

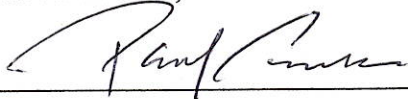
C. Non-Profit Organization:

1. The Association shall, at all times, be operated on a non-profit basis. No dividends or other interests in the assets of the Association shall be paid by the Association to its Directors. No part of the earnings of the Association shall accrue to the benefit of, or be distributed to, its Directors or any other private persons or corporations, except that the Association shall be authorized and empowered to pay reasonable compensation for service rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes set forth herein.

2. Notwithstanding any other provision of these By-laws, no Director, officer, employee, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by any organization exempt under IRC Section 501C(2) or which would cause the Association to be classified as a private foundation under IRC Section 509.

These By-laws were last updated and adopted at a meeting of the Directors of the Building Association on June 26, 2019. The current modifications are effective after approval at a Building Association meeting and signing by the two current Building Association Board of Directors officers on June 14, 2022.

Paul Anunson, Chairman



Colin Kuester, Secretary