

BYLAWS OF VALHALL SONS OF NORWAY, INC.

ARTICLE I

Sec. 1. The name of this corporation shall be Valhall Sons of Norway, Inc. Its management is confined to a board of seven directors, six to be elected from the membership and the current President of Valhall Lodge No. 25, Sons of Norway, and is a wholly owned nonprofit corporation of Valhall Lodge No. 25, Sons of Norway, a nonprofit corporation of the state of California. They shall hold title to be the beneficiary of any Trust Deeds belonging to the corporation, manage the business and financial investments of the corporation, and pay rent and utilities for Valhall Lodge No. 25, Sons of Norway, for all their actions

Sec. 2. The officers of Valhall Sons of Norway, Inc. shall consist of President, Vice President, Secretary, and Treasurer. They shall be elected from the directors of the corporation at its January regular meeting.

Sec. 3. At its business meeting in November of each year, Valhall Lodge No. 25, Sons of Norway, shall elect 2 directors of the Valhall Sons of Norway, Inc. to serve for a term of three years, or until their successors are elected and qualified.

Sec. 4. Whenever a vacancy occurs, caused by death or resignation, Valhall Lodge No. 25, Sons of Norway, shall elect a new director to fill the vacancy for the unexpired term.

Sec. 5. Valhall Lodge No. 25, Sons of Norway shall forward to the Valhall Sons of Norway, Inc. a certificate of election or credentials for the elected directors.

Sec. 6. The executive board of the Valhall Sons of Norway, Inc. shall consist of the elected officers. Three members shall constitute a quorum at any meeting of the executive board.

ARTICLE II

Sec. 1. The annual meeting of Valhall Sons of Norway, Inc. shall be held in April of each year. A regular meeting of the corporation shall be held in January, July and October each year. The April meeting shall be held in conjunction with the regular business meeting of Valhall Lodge No. 25, Sons of Norway. The corporation part of this meeting shall be conducted by the corporation President. The January, July and October meetings shall be held at a place within the County of San Diego to be designated by the President. Five members shall constitute a quorum at any membership meeting of Valhall Sons of Norway.

Sec. 2. Special meetings of Valhall Sons of Norway, Inc. or the executive board may be call by the President when in his opinion it is necessary, but it shall be the duty of the President to call a special meeting if a majority of the corporation forward to him a written demand for such meeting. Each member of the corporation must be notified of such special meeting by mail not less than three day prior to the holding of said meeting.

Sec. 3. Any member of Valhall Lodge No. 25, Sons of Norway, in good standing may be present at a meeting of the corporation and may present any topic for discussion. The President of the corporation shall inform any lodge member who desires to attend a meeting of the corporation when and where the next meeting will be held.

Sec. 4. All decisions of the corporation shall be binding unless appealed to the lodge membership by any member of the corporation. This appeal must be sent to the Secretary of Valhall Lodge No. 25 at least 30 days prior to a Valhall Lodge No. 25, Sons of Norway, board meeting. Final decision will be made at the subsequent meeting of Valhall Lodge No. 25, Sons of Norway.

ARTICLE III

Sec. 1. It shall be the duty of the President to preside at all meetings of Valhall Sons of Norway, Inc. and the executive board; to call all meetings provided for in these Bylaws; to appoint all standing committees and to sign together with the Secretary on behalf of the corporation all warrants, contracts, bonds, or other written instructions approved by the corporation. He or she shall exercise a general supervision over its affairs, and shall at the annual meeting make a report of the accounts and a general concern of the corporation during the previous year with such estimates and recommendations for the ensuing year, as he or she may deem proper. He or she shall in April and October each year make a complete report to Valhall Lodge No. 25, Sons of Norway, of the activities of the corporation. He or she shall be an ex-officio member of all committees.

Sec. 2. In the absence of the President, his duties shall devolve upon the Vice-President.

Sec. 3. The Secretary shall keep an accurate record of all proceedings of the corporation and the executive board, shall have custody of the books, papers and documents, articles of incorporation and seal of the corporation.

Sec. 4. The Treasurer shall receive all money on behalf of the corporation, shall deposit same in such bank as may be approved by the corporation, shall keep financial record of same, shall issue checks upon duly signed warrants, shall at the request of the corporation file such surety bond as may be necessary to insure faithful handling and accounting for all the funds of the corporation and shall perform such other duties as may be required of him or her by the corporation board.

Sec. 5. All checks of this corporation shall be signed by the Treasurer and countersigned by the President and/or the Vice President. Financial transaction with banks and other financial institution shall be the responsibility of the President, Vice President and Treasurer. Two signatures shall be required to withdraw money from financial institutions where the corporation has invested funds. The Treasurer shall keep record of all investment and financial transactions. The Valhall Audit Committee may audit the investment portfolio of the corporation and all the financial transactions on a periodic basis.

ARTICLE IV

Sec. 1. The Valhall Sons of Norway Inc. may, by a majority vote of all its members, remove from office any member by reason of incompetence, disobedience, embezzlement or neglect of official duties, provided a written complaint has been presented and the officer concerned has been given an opportunity to defend himself or herself.

ARTICLE V

Sec. 1. With the approval of the directors, the President may at any time appoint committees as deemed necessary.

Sec. 2. Charitable donations shall be the responsibility of Valhall Sons of Norway, Inc. Final decision shall be made by Valhall Lodge No. 25. Appropriated fund must be submitted to the treasurer of Valhall Lodge No. 25, Sons of Norway, and forwarded to the respective charities through the Sons of Norway Foundation by the Foundation Director of Valhall Lodge No. 25, Sons of Norway.

Sec. 3. The committees herein above provided shall at all times be subject to control of the corporation and shall have such latitude and power from time to time as the directors may give them.

ARTICLE VI

Sec. 1. It shall be the duty of the Auditing Committee of Valhall Lodge No. 25, Sons of Norway to examine and audit all of the books, vouchers and accounts of the corporation each year before the end of February, or to cause same to be done and submit written report to Valhall Sons of Norway, Inc. and Valhall Lodge No. 25, Sons of Norway. They shall also check all financial transactions between Valhall Lodge No. 25, Sons of Norway and Valhall Sons of Norway, Inc.

ARTICLE VII

Sec. 1. The seal of this corporation shall bear the inscription, Valhall Sons of Norway, Inc.

ARTICLE VIII

Sec. 1. The Bylaws of the Valhall Sons of Norway, Inc. may be repealed or amended at a regular or special meeting of the corporation by a two-thirds majority vote of the members present. They shall become law only upon the consent and approval of Valhall Lodge No. 25, Sons of Norway.

Sec. 2. Proposed amendments by Valhall Lodge No. 25, Sons of Norway members must be sent to the Secretary of the corporation at least (30) days before the meeting at which consideration is desired and a copy of said amendments shall be mailed to each member of the corporation no less than ten (10) days prior to such meeting. They shall become law only upon consent and approval of Valhall Lodge No. 25, Sons of Norway.

Approved: 10-17-2020