

# BYLAWS OF FINLANDIA FOUNDATION-BOSTON, INC.

(As adopted in January 2019)

## ARTICLE I General Provisions

**Section 1. Name.** The name of the corporation shall be Finlandia Foundation-Boston, Inc. ("FFB")

**Section 2. Location.** The principal office of the corporation shall be located at the place in Massachusetts as decided by the directors.

**Section 3. Fiscal Year.** Except as from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the 31st day of December of each Year.

## ARTICLE II Members

**Section 1. Members.** (a) Members of the corporation shall include all persons who pay the annual dues, regardless of race, religion or ethnic origin; (b) Special members may be invited to join the corporation by the President, with the approval of the Board of Directors, in cases where the individual has distinguished himself or herself by contributing in a significant way to the corporation or its purposes (Special members of the corporation shall be exempt from paying dues); (c) Members who attain the age of 80 years shall be exempt from paying membership dues, but shall retain their right to vote and all other privileges of membership as established in these Bylaws or the Articles of Organization.

**Section 2. Meetings of Members.** The annual meeting of the members of the corporation shall be held during the month of January in each year at such time and place as the directors may determine. Special meetings of the members may be called at any time by the President or the Board of Directors and shall be called by the Clerk upon the written request of three or more members. Notice of the annual meeting and any special meeting setting forth the date, time and place of any such meeting shall be emailed or mailed to all members not less than ten (10) days prior to the date thereof. Such notice, in the case of any special meeting, shall contain a description of the general nature of the business to be transacted.

**Section 3. Action at Meetings of Members.** Only dues paying members of the corporation and special members of the corporation shall have the right to cast a vote at meetings of the members. Fifteen (15) members present at any meeting of the members shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these Bylaws.

## ARTICLE III Directors

**Section 1. Powers.** The business and property of the corporation shall be managed by the Board of Directors, who may exercise all the powers of the corporation which are not expressly

reserved to the members by law, the Articles of Organization or these Bylaws. Article IV designates which directors shall act as officers of the corporation.

**Section 2. Election.** There shall be a Board of Directors of not less than nine (9) nor more than thirteen (13) persons who shall be chosen from the membership of the corporation. Directors shall be elected to a term of two years, except when otherwise determined in these Bylaws in the case of officers of the corporation.

**Section 3. Resignation and Removal.** Any director may resign by delivering a written resignation to the President or Clerk of the corporation. Such resignation should be given two (2) months prior to its effective date. If a vacancy shall occur on the Board, the remaining directors may by majority vote choose a successor who shall hold office for the unexpired term. Any director may be removed for any reason by a vote of 2/3 of the directors.

**Section 4. Meetings.** The Board of Directors shall meet during the fiscal year at such places and at such times as the Board may determine.

**Section 5. Notice of Meetings.** Notice of all meetings of the directors shall be given to each director by the President or the host of the meeting. Such notice shall be given to each director in person or by email.

**Section 6. Quorum.** A majority of the directors then in office shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time.

**Section 7. Action at Meetings.** At any meeting of the directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these Bylaws.

**Section 8. Action by Consent.** Any action by the directors may be taken without a formal meeting if consent thereto is given by a majority of all the directors by email. Such consent shall be treated for all purposes as a vote at a meeting. This action shall be recorded in the minutes at the next regularly scheduled Meeting.

**Section 9. Non-Voting Directors.** The directors may create classes of non-voting directorship and membership such as honorary directors, honorary members, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the directors determine and may assign to such persons such responsibilities, duties and privileges as the directors determine. Persons elected to such classes of membership shall not be directors or members for the purpose of these Bylaws and shall have no votes at any meetings of the directors or members.

## **ARTICLE IV Officers**

**Section 1. Officers.** The officers of the corporation shall consist of a President, a President-Elect, a Treasurer and a Clerk.

**Section 2. Election.** The officers shall be elected by the members at the Annual Meeting. Every second year, a new President-Elect shall be elected for a one-year term and such person

shall automatically become the President for the next succeeding two-year term. The President, the Treasurer and the Clerk shall each serve a term of two years.

**Section 3. Resignation and Removal.** Any officer may resign by delivering a written resignation to the President or Clerk of the corporation. Such resignation should be given two (2) months prior to its effective date. If a vacancy shall occur on the Board, the remaining directors may by majority vote choose a successor who shall hold office for the unexpired term. Any officer may be removed for any reason by a vote of 2/3 of the directors.

**Section 4. President and President-Elect.** The President shall serve as the Chairman of the Board of Directors and shall preside over all meetings of the members. The President shall have such other powers and duties as are usually incident to the office and as may be vested by these Bylaws or by the directors. In the absence or disability of the President, the President's powers and duties shall be performed by the President-Elect, or if the President-Elect is absent, by a director designated for the purpose by the Board of Directors. The President-Elect shall have such other duties as may be from time to time designated by the directors.

**Section 5. Treasurer.** The Treasurer shall, subject to the direction and control of the Board of Directors, be responsible for the receipt and disbursement of all funds in accordance with action of the Board of Directors and shall keep full and accurate books of accounts. Any corporate check over the amount of \$1,000.00 (one thousand US dollars) must be signed by both the Treasurer and the President. The Treasurer shall have signature authority of all bank and brokerage accounts, if any. The Board of Directors shall, on an annual basis, order an audit of the accounts kept by the Treasurer. The audit shall be performed by an auditor appointed by the Board of Directors. The Treasurer shall prepare the combined annual tax returns for FFB, Suomi-Koulu of New England and Scholarship funds (federal and state), present a budget for the coming year and render a statement of the financial affairs of the corporation at each annual meeting and to the directors and the President upon request. The Treasurer shall have such other powers and duties as are usually incident to the office and as may be vested by these Bylaws or from time to time designated by the directors.

**Section 6. Clerk.** The Clerk shall keep a record of all the meetings of members and directors. The Clerk shall prepare and deliver the annual filings to the Commonwealth of Massachusetts as is required by the law. The Clerk shall have such other powers and duties as are usually incident to the office and as may be vested by these Bylaws or by the directors. In the absence of the Clerk from any meeting of members or directors, a temporary Clerk designated by the person presiding at the meeting shall perform the duties of the Clerk. The Clerk shall send a copy of the minutes of each Board Meeting to all the directors within ten (10) days from such meeting.

## **ARTICLE V Nominating Committee**

**Section 1. Powers.** The nominating committee shall compile a slate of directors and a separate slate of nominating committee members and present it to the Board of Directors for voting two (2) months prior to the annual meeting. Both slates shall be presented to the general membership by email or mail not less than 30 days prior to the annual meeting.

**Section 2. Election.** The members of the nominating committee shall be elected by the members of the corporation at the annual meeting, and shall consist of two members from the

Board of Directors, and one member from the general membership of the corporation. The Board of Directors shall nominate the two committee members from the Board, and the nominating committee shall nominate the one committee member from the general membership. The three members of the nominating committee shall be elected to a term of one year.

## **ARTICLE VI Scholarship Committees**

The Board of Directors has the right to appoint one or more scholarship committees to raise, maintain, and disburse funds to advance one or more of the purposes stated in the Articles of Organization. All funds for each committee must be maintained separately from the funds of FFB. Each committee must restrict its activities to the purposes stated by the Board at the time of the committee's appointment. At all times at least two thirds of the members of the committee must be members of the FFB. The committee determines its own officers from its members. The President of FFB or another director appointed by the President shall be an ex officio member of each scholarship committee. The committee members shall be appointed for a two-year term. Any vacancies shall be filled by the Board of Directors. Each committee shall be audited annually at the same time as the accounts of the organization. Each committee shall make an annual report at the annual membership meeting of FFB. The Board of Directors reserves the right to remove the members of the committee at any time. In the event of the dissolution of a committee, the funds of the committee may not be used for purposes other than those stated at the appointment of the committee.

## **ARTICLE VII Indemnification of Directors and Officers**

The corporation shall, to the extent permitted by law, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding in which he may become involved by reason of his serving or having served in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

Such indemnification may, to the extent authorized by the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without repayment. The payment of any such indemnification shall be conclusively deemed authorized by the corporation under this article, and each director of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection directors who are parties may participate) or (3) by a majority vote of a quorum of the members of all classes entitled to vote

for directors, voting as a single class, which quorum shall consist of members who are not at that time parties to the proceeding; or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors of in the manner specified in clauses (1), (2) or (3) of subparagraph (i).

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such director or officer or other person may be entitled under any agreement or pursuant to any action taken by the directors or members of the corporation or otherwise.

## **ARTICLE VIII Miscellaneous Provisions**

**Section 1. Execution of Instruments.** All contracts, deeds, leases, bonds, notes, checks and other instruments required to be executed by an officer of the corporation in its behalf shall be signed by the President or another officer designated by the President, except as the directors or these Bylaws may generally or in particular cases otherwise determine.

**Section 2. Dues.** The annual dues shall be set by the Board of Directors and approved by the members at the annual meeting. A portion of the dues collected in any year may be paid to Finlandia Foundation National.

**Section 3. Corporate Records.** The original or attested copies of the Articles of Organization, Bylaws and records of all meetings of the incorporators and members shall be kept in Massachusetts at the principal office of the corporation or of the Clerk, but such corporate records need not all be kept in the same office. The corporation will use its best practical effort to provide corporate record for inspection at reasonable time if requested by any member who has the proper interest relative to the affairs of the corporation.

**Section 4. Definitions.** All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the corporation as amended and in effect from time to time.

## **ARTICLE IX Amendment of Bylaws**

These Bylaws may at any time be amended or repealed, in whole or in part, by vote of a two-thirds present at a meeting of the members.