

SWEDISH-AMERICAN MUSEUM

ASSOCIATION OF CHICAGO

ARTICLES OF INCORPORATION

OF

SWEDISH-AMERICAN MUSEUM ASSOCIATION OF CHICAGO

FIRST: The name of this organization shall be

SWEDISH-AMERICAN MUSEUM ASSOCIATION OF CHICAGO, abbreviated SAMAC

SECOND: The address of the initial registered office of the Corporation is:

5248 North Clark Street
Chicago, Illinois 60640

THIRD: The names and addresses of the incorporators are:

Sven Flodstrom
1205 Hackberry Road
Deerfield, Illinois 60015

Kurt Mathiasson
4852 West Ainslee
Chicago, Illinois 60630

Selma Jacobson
5641 West Warwick
Chicago, Illinois 60634

Margie Dahlgren-Fleischman
6168 North Meade
Chicago, Illinois 60646

FOURTH: The purpose of the corporation is:

1. To maintain and further develop a museum displaying items of historic and current interest in the Swedish-American community.

2. To gather and display biographies of Swedes and persons of Swedish heritage who have made or are making acknowledged contributions to this country in art, education, religion, science, engineering, business, etc.; through services in government and armed forces or who have made or are making special contributions to the Swedish-American community.

3. To further ties among persons in the United States of Swedish heritage and between people in this country and people in Sweden through educational and social gatherings; by promoting exchange visits and cultural exchanges between the two countries, etc.

4. To work for the preservation in the Chicago area of historical markers, buildings, monuments, etc., with historical background from the Swedish-American community.

5. To maintain a labrary consistent with the purpose of the association.

6. To sponsor students with limited financial resources who study subjects consistent with the purpose of the association.

7. To promote education in the Swedish language and in the Swedish culture.

FIFTH: The existence of this Corporation is to be perpetual.

SIXTH: This corporation shall have such powers as are provided by law and these articles of Incorporation. Notwithstanding any other provision hereof, this Corporation shall not engage in any activities which are inconsistent with the qualifications of this Corporation as a not-for-profit Corporation exempt from federal income tax in accordance with the provisions

of the Internal Revenue Code of 1954 or any successor thereto, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual.

SEVENTH: This Corporation shall have one or more groups of members who shall be entitled to vote as provided in the By-Laws. The By-Laws shall set forth the manner of election and the qualifications, rights, and duties of the members and shall provide for an annual meeting of the members.

EIGHTH: The voting members shall have the power to make, alter, amend or repeal the By-Laws for the Corporation consistent with the Articles of Incorporation and all applicable laws and regulations provided that the initial By-Laws shall be adopted by the initial Board of Directors.

BY-LAWS

OF

SWEDISH-AMERICAN MUSEUM ASSOCIATION OF CHICAGO

Article 1 - Members

Section 1. The Association's Membership shall be comprised of eight categories: 1. Student or Retiree, 2. Regular, 3. Sustaining, 4. Organization, 5. Company, 6. Life, Individual, 7. Life, organization or company, 8. Honorary. All members have equal power to determine the policies of the Association and take lawful action in its name. The eligibility, election, rights, and duties of the members of the Association shall be governed by these By-Laws.

GROUP MEMBER: Any Company or organization desiring to associate with others having interests consistent with the purpose of the association, is eligible for membership upon application and election as provided in these By-Laws.

INDIVIDUAL MEMBER: Any individual desiring to associate with other having interest consistent with the purpose of the Association, is eligible for membership upon application and election as provided in these By-Laws.

HONORARY MEMBER: Honorary Memberships, may be extended by unanimous approval of the Board of Directors to any individual for exceptional and outstanding service to the interests consistent with the purpose of the association.

Section 2. Election of Members

Any eligible individual company or organization may apply for membership by submitting to the Association at its principal office a duly executed application form in writing, stating that the applicant is eligible

under these By-Laws, that if elected by the Board of Directors the applicant agrees to abide by these By-Laws, and setting forth the applicant's name, address, membership and dues classification and such other information as may be required by the Board of Directors. Application forms shall be provided by the Association. An applicant shall be elected to membership upon the affirmative vote of a majority of the Directors.

Section 3. Resignation of Members

Any member may resign from membership in the Association by delivering a written resignation to the Board of Directors at the Association's principal office, and unless otherwise provided therein, such resignation shall take effect immediately upon its receipt by the Board, and the Board acting thereon.

Section 4. Explusion of Members

Any member may be expelled from membership in the Association for conduct detrimental to the interests of this Association or its members, violations of these By-Laws, or conviction of a crime. Any member of the Association may file a complaint with the Board of Directors at the Association's principal office calling for the explusion of a member and setting forth the facts justifying such expulsion.

If the Board, after a preliminary investigation determines that probable grounds for expulsion do exist, it shall conduct an expulsion proceeding, pending the outcome of which the Board may suspend the accused member. The accused member shall be given written notice of any such proceeding or suspension specifying the information upon which such action is based, and shall be afforded a reasonable time in which to present to the Board facts and reasons why such accused member should not be expelled. After consideration of all such facts and reasons, the Board may upon the affirmative vote of no less than three-fourths majority of the total Directors expel the accused member, sub-

ject to ratification of the membership at the next regular or specially scheduled meeting of the membership. Written notice of any such expulsion including a statement as to the reason therefore shall be sent to all members within ten days after such action has been taken by the Board.

Section 5. Termination of Members

If any member shall fail to comply with policies and procedures or to pay its dues, assessments or other obligations to the Association within a period of ninety days after the same shall have become due and payable, the Board of Directors may suspend such member from the rights and privileges of membership.

Section 6. Liability of Members

Resignation, expulsion or termination of membership shall not relieve the member from liability for unpaid dues, assessments or other obligations outstanding as of the effective date of its resignation, expulsion or termination of membership.

Section 7. Forfeiture of Rights

Any and all rights and privileges of membership in the Association, and any interests of a member in tangible or intangible property or assets of the Association shall be forfeited upon resignation, expulsion or termination of membership.

Section 8. Suspension of Membership

Suspension of any member shall deprive the member of all rights and privileges of membership, but unless otherwise voted by the Board of Directors, shall not relieve such member of the obligation to pay dues and assessments allocable to the suspension period.

Section 9. Voting

Each member of the Association shall be entitled to one vote in all general or special meetings of the members on all matters submitted to the membership for a vote.

Except as otherwise expressly provided for in these By-Laws, or by applicable law, any matter may, at the discretion of the Board of Directors, be submitted to the members for a vote by mail in lieu of a meeting.

A member may cast its own vote or vote by proxy executed in writing by the member or the member's duly authorized agent. Unless otherwise provided therein, no proxy shall be valid after eleven months from the date of its execution.

The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, or of a majority of the members responding on a mail ballot, shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by the Articles of Incorporation, the By-Laws, or any applicable law or regulation.

ARTICLE II - DUES & ASSESSMENTS

Section 1. Membership dues and assessments shall be determined by the Board of Directors, subject to ratification by a majority vote at the next duly called regular or special meeting of the membership of the Association.

Section 2. Membership Dues: Membership dues shall be determined in accordance with the following table:

1. Student or Retiree - $ 5.00/year ($7.50/couple)
2. Regular - $10.00/year ($15.00/couple)
3. Sustaining - $25.00/year ($40.00/couple)
4. Organization - $25.00/year
5. Company - $50.00/year
6. Life, Individual - $150.00
7. Life, Organization or Company - $500.00
8. Honorary Member - No Dues

Annual dues shall be payable in advance before January 1 which is the beginning of the fiscal year.

Within thirty days after election, each new member shall, according to its current dues classification, pay a full year's dues, a pro-rata portion of which shall be credited the new member against his next year's dues.

Section 3. Special Assessments

The Board of Directors may by the affirmative vote of three-fourths of the entire Board of Directors, with approval of a majority of the voting membership, levy and collect special assessments from the Members, to defray extraordinary expenses or to cover a deficit of the Association. Notice of the assessment, stating the reason therefore, must be given to the membership at least thirty days prior to the date on which the assessment becomes payable.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting

The annual meeting of the members shall be held before the end of April at the discretion of the Board at a time as designated by the Board of Directors, for the purpose of electing Directors, and for the transaction of such other business as may come before the meeting.

Section 2. Semi-Annual Meeting

At the discretion of the Board of Directors, a semi-annual meeting of the members may be held at such time and place as may be fixed in advance by the Board of Directors.

Section 3. Special Meeting

Special meetings of the members shall be called upon the request of a majority of the Board of Directors or upon the written request of a majority of the members of the Association.

Section 4. Place of Meeting

The Board of Directors may designate any place, within the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 5. Notification of Meeting

Members shall be notified of the time and place of all meetings at least seven days in advance.

Section 6. Quorum

The presence in person of voting members representing one-fourth of the membership or at least 20 members, whichever is less shall constitute a quorum at any meeting of the membership. If a quorum shall not be present at any such meeting, the voting members present in person shall have power to adjourn the meeting from time to time, without notice other than announcemen at the meeting, until a quorum shall be present. The voting members present in person at a duly constituted meeting may continue to do business until adjournment, notwithstanding the subsequent absence of a quorum.

Section 7. Action Without Meeting

Any action required or permitted to be taken by the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the voting members, provided all voting members have been notified in writing of the action to be taken. Such consent shall have the same force and effect as an authorized vote.

ARTICLES IV - BOARD OF DIRECTORS

Section 1. Powers of Directors

The Board of Directors shall have power to take action in the name of the Association not inconsistent with the Articles of Incorporation, these By-Laws, and policies approved by the members. The Board of Directors shall prepare and submit to the membership

at each annual meeting a budget of estimated income and expenses of the Association for the forthcoming fiscal year.

Section 2. Number of Directors

The Board of Directors shall consist of not less than nine persons.

Section 3. Initial Directors

The initial Directors are those persons named in the Articles of Incorporation at the last date on which the Articles of Incorporation of this Association was amended.

Section 4. Election of Directors

At each annual meeting, the voting membership shall elect whatsoever number of Directors, as determined by the number of Directors whose terms at that time expire, is necessary to constitute a full Board of the number and composition hereinafter described. Each Director, except as determined by resolution at the annual meeting, or as otherwise provided in the By-Laws, shall be elected to a term of two years. To obtain continuity, half of the Board is to be elected each year. To achieve this, one half of the Board shall be elected for 1-year terms and the other half for 2-year terms at the first election. The nominating committee shall prior to the election through a drawing decide which offices are to be slated for 1-year terms.

Section 5. Nomination of Directors

At least ninety days before the annual meeting, the President shall appoint a Nominating Committee of three voting members, not more than two of whom shall be Directors. The Nominating Committee shall propose nominees for any vacancies on the Board of Directors to be filled at such meeting. Nominations may also be made by any member from the floor of such meeting.

Section 6. Vacancy on Board

Any vacancy occurring in the Board of Directors between annual meetings by reason of death, resignation or otherwise, may be filled by the affirmative vote of a majority of the Board from among the voting members. A Director appointed to fill a vacancy shall hold office for the unexpired term of his predecessor. Any such appointed Director, after the termination of his appointed term, may be elected to another term.

Section 7. Meetings of Directors

The Board of Directors shall hold at least two regular meetings each fiscal year at such times and places as shall be agreed upon by them prior to the commencement of each year.

Section 8. Special Meetings of Directors

Special meetings of the Board of Directors may be called by the President, to be held at such reasonable times and places as the President shall designate.

Section 9. Notice of Directors' Meetings

Notice of all meetings of the Board of Directors should be given at least five days in advance. This time for notification may be waived by the Board if three-fourths of the Board agree.

Section 10. Quorum

A majority of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

Unless a greater proportion is required by the Articles of Incorporation, these By-Laws, or by law, any action required or permitted to be taken by the Board of Directors may be taken by the affirmative vote of a simple majority of the Directors present at a meeting at which a quorum is present.

Section 11. Action Without Meeting

Any action required or permitted to be taken by members of the Board of Directors may be taken without a meeting

if a consent in writing, setting forth the action so taken, shall be signed by all of the voting members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote of the voting members of the Board of Directors.

Section 12. Self Regulation

The Board of Directors by a Resolution adopted by a majority of the Directors, may adopt By-Laws for their own regulation and government not inconsistent with the Articles of Incorporation or By-Laws of the Association.

Section 13. Resignation of Directors

A director may resign from the Board at any time by delivering a written resignation to the President of the Association or the Board of Directors at the principal office of the Association and unless otherwise provided therein. Such resignation shall take effect immediately upon its receipt by the President of the Board.

ARTICLE V - COMMITTEES

Section 1. Chairmen of the Standing Committee as listed under Section 3 and other Standing Committees which later may be designated by the Board of Directors shall be elected by the membership and then automatically become members of the Board. Other members of the committee shall be nominated by the committee chair person and appointed for two years by the Board of Directors. The Standing Committees shall have and exercise the authority of the Board of Directors to the extent provided by Resolution of the Board. The Board may also designate and appoint committees of the Association not having or exercising the authority of the Board. When a plan of action has been outlined by any committee for a certain project or a program has been proposed for a certain occasion these plans and proposals shall be presented to the President or to the Executive Committee for approval prior to their implementation.

Any Director may attend any committee meeting and have voting rights equal to the members of the committee.

Section 2. Committee Chairmen

Chairpersons of Standing Committees as listed under Section 3 shall be limited to terms of two years and shall not succeed themselves except at the request of the Board of Directors.

Section 3. Standing Committees

The principal Standing Committees of the Association shall be:

(a) Executive Committee
(b) Museum Committee
(c) Program Committee for general activities
(d) Program Committee for youth activities
(e) Educational Committee
(f) Membership Committee
(g) Publicity Committee
(h) Finance Committee
(i) Building Committee

The functions of the various committees relate to their respective areas of activity of the Association except that the Executive Committee shall to the extent permitted by law have all the powers of the Board of Directors between meetings thereof. The President or the Executive Committee will decide which program to be handled by which program committee.

Section 4. Committee Size and Responsibilities

(a) Executive Committee:

The Executive Committee shall consist of not less than three members. The President shall be a member of and Chairman of this committee. Other members shall be elected by the Board of Directors from their number. The term of each elected member shall be one year and until his successor shall have been elected and qualified.

Meetings of the Executive Committee shall be held on not less than three days' notice at the call of the President.

If vacancies shall occur on the Executive Committee, the remaining members shall elect a member of the Board of Directors to serve during the unexpired term of his predecessor.

(b) Museum Committee:

This committee shall carry out functions of the Association as stated under Items 1, 2 and 5 of the fourth paragraph of the Articles of Incorporation and as determined by the Board of Directors. The functions of an Acquisitions Officer, an Archivist, a Curator, a Librarian, a Maintenance Director, a Guide Service Director, a Display Director, a Secretary for the Committee and a Treasurer for the Committee shall be exercised by the Museum Committee. However, more than one function may be held by the same committee member but the committee shall consist of at least five members, including the chairperson.

(c) Program Committee for General Activities

This committee shall consist of at least three members including the Chairperson and shall carry out functions of the Association as stated under Item 3 of the fourth paragraph of the Articles of Incorporation (except the educational activities) and as determined by the Board of Directors. During March and September of each year the committee shall make up a preliminary program for the activities during the following six months and present this program to the Executive Committee for approval.

(d) Program Committee for Youth Activities

This committee shall consist of at least three members including the Chairperson and shall

have the same functions as the Program Committee for General Activities but it shall specifically organize youth-oriented programs.

(e) Education Committee

This committee shall consist of at least three members and shall carry out functions as stated under Item 3 of the fourth paragraph of the Articles of Incorporation pertaining to educational activities and the functions as stated under Item 7 of the same paragraph.

(f) Membership Committee

This committee shall consist of at least three members and it shall actively promote the Association in order to increase and maintain its membership. Two special membership drives shall be performed each year, each time with the goal of increasing the membership with about 100 members until a total membership of at least 800 members has been obtained.

(g) Publicity Committee

This committee shall consist of at least three members and it shall actively promote the Association to make it well known both in the United States and in Sweden. This committee shall cooperate with other committees to promote activities and programs by those committees by preparing, organizing and distributing advertising and publicity releases. Contacts shall be established with local and national newspapers and magazines; the museum's open hours and activities shall specifically be advertised in different publications; television coverage on special events shall be obtained, if possible, etc. If the Board of Directors decide that a News Letter is wanted for the Association this committee shall write, publish and distribute such a news letter.

(h) Finance Committee

This committee shall consist of at least three members and it shall handle the Association's

financial affairs. The Association's Treasurer who is also to act as Chairperson of the committee shall obtain weekly financial reports from the treasurer of the Museum Committee and financial accounting within five days from any activity. All funds shall be carried on interest-bearing accounts except a small amount in a checking account. Income from life memberships and special donations shall be placed in long-term accounts bearing highest interest available or placed in secure investments after consultation with the Executive Committee. Thirty days before each annual meeting the Treasurer shall present to the Executive Committee a budget of estimated income and expenses for the forthcoming fiscal year.

A special fund-raising drive shall be initiated by this committee once a year. The detailed planning for this drive shall be submitted to the Executive Committee before the end of September each year.

(i) Building Committee

This committee is to consist of at least three members including the Chairman. The committee shall constantly be searching for better and larger quarters for the Museum. These quarters shall, if possible, contain space for most activities by the museum and also, if possible, include facilities for meeting rooms, halls, etc., which can be rented out to other organizations supporting the Association. The ultimate goal of this committee shall be to obtain quarters owned by the Association either by purchasing an existing structure or by erecting a new building. New quarters should if possible be self-supporting through leasing out portions of the building to commercial enterprises or as residential quarters and/or by renting out meeting rooms, halls, etc. to other organizations. Any commitments of large capital expenditures shall be made only after consultation with the Finance Committee.

ARTICLE VI - OFFICERS

Section 1. At the annual meeting the membership shall elect from the Board of Directors the following officers of the Association to hold office until the election of their successors:

President
Vice President
Recording Secretary
Corresponding Secretary
Treasurer

The Board of Directors may, in its discretion, designate additional officer positions, specify the duties thereof, and select persons to fill these offices. Such persons shall have tenure of their offices at the pleasure of the Board of Directors and such positions may be abolished at any time.

Section 2. Salaries

Any salaries of Officers and Agents of the Association shall be fixed by or in the manner prescribed by the Board of Directors, provided that such compensation shall be reasonable and shall not adversely affect the tax exempt status of the Association.

Section 3. Vacancies

A vacancy occurring in an office of the Association may be filled by the Board of Directors at any time.

Section 4. Bonding

Except as otherwise provided herein, the Board of Directors may in its discretion require any Office or employee, at the expense of the Association, to furnish bond to the Association, in such amount as may be ordered by the Board, conditioned upon the faithful performance of his respective office or employment.

Section 5. President

The President shall be the Chief Executive Officer of the Association, and, subject to the direction of

the Board of Directors, shall direct and supervise the affairs of the Association, and shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors. He or she shall preside at the meetings of the members, of the Board of Directors, and of the Executive Committee, and in the case of a tie vote in any such meeting, he or she shall cast the deciding vote. He or she shall have authority to execute the name of the Association any authorized deeds, mortgages, bonds, contracts, reports, or other instruments, except in cases in which the signing or execution thereof shall be expressly delegated by the Board of Directors to some other Officer or Agent of the Association.

Section 6. Vice Presidents

The First Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President. In the absence or disability of both of the said Officers, the Directors present shall elect a Chairman Pro Tem to perform the duties and exercise the powers of the President. The First Vice President shall perform such other duties as from time to time may be assigned to them by the Board of Directors or the President.

Section 7. Recording Secretary

The Recording Secretary shall keep or cause to be kept the minutes of all meetings of the members and the Board, and of meetings of committees when required and shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. He or she shall keep in safe custody the official records and corporate seal of the Association, and shall affix such seal to any instrument requiring it, attesting to it, by his or her signature when required.

Section 8. Corresponding Secretary

The Corresponding Secretary shall give, or cause to be given, all such notices of meetings of the members

and of the Board of Directors as may be required by the By-Laws. The Corresponding Secretary should also mail out invitations on activities to be held by the Association in cooperation with the certain committee involved and shall also perform such other duties as from time to time may be assigned by the Board of Directors or the President.

Section 9. Treasurer

The Treasurer shall have the custody of the corporate funds and securities of the Association and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association. He shall deposit all monies in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors and as indicated under Article IV, Section 4, h. He shall disburse or cause to be disbursed the funds of the Association in accordance with the directions of the Board of Directors, taking proper vouchers for such disbursements, and shall render reports of all such transactions and of the financial condition of the Association at the annual meeting and whenever called upon by the Board of Directors. At the expiration of his term of office the Treasurer shall surrender all money, books, records and other property of the Association to his successor in office, when qualified, or to such person as may be designated by the Board of Directors. For other duties of the Treasurer see Article V, Section 4, h.

ARTICLE VIII

AMENDMENT OF BY-LAWS AND

ARTICLES OF INCORPORATION

Section 1.

These By-Laws may be amended in whole or in part by the affirmative vote of the voting Members of the

Association on two consecutive membership meetings. Any Director or any five or more members may propose one or more amendments in writing.

Any amendment so proposed shall be set forth in Resolution by the Board of Directors and submitted to a vote of the members at a regular or special meeting, or as elsewhere provided in these By-Laws. The Board of Directors may make to the membership such recommendations or comments concerning any proposed amendments as it deems appropriate.

Section 2.

The Articles of Incorporation may be amended in the manner provided for in the By-Laws, except that no amendment of the Articles of Incorporation shall be adopted other than at a regular or special meeting of the voting Members or by a consent in writing to such amendment signed by all of the members entitled to vote thereon.

ARTICLE IX - GENERAL PROVISIONS

Section 1.

This Association shall have a principal office at a place designated by the Board of Directors within the State of Illinois, and may have such other offices at such places within or without the State of Illinois as the Board of Directors may establish.

Section 2.

The Fiscal year of the Association shall begin on the first day of July of each year and end on the last day of June of the year following.

Section 3.

The Board of Directors are to appoint two auditors who are to audit the Association's financial records before the annual meeting.

ARTICLE X - TERMINATION

In the event this association is to be terminated all assets shall be given to one or several Swedish oriented archival organizations as determined by the Consulate General of Sweden located in Chicago.

Exhibition material should be referred to Nordiska Museet, Stockholm, Sweden for their decision of where it should be placed.