

**BYLAWS  
OF  
THE TWIN CITIES NYCKELHARPALAG**

**AS INITIALLY ADOPTED BY THE MEMBERSHIP THEREOF ON JANUARY 8, 2004  
AND AS AMENDED FEBRUARY 21, 2006 AND JUNE 8, 2009**

**ARTICLE I  
NAME OF ORGANIZATION**

The name of this organization is the TWIN CITIES NYCKELHARPALAG, also known as the TCNL.

**ARTICLE II  
PURPOSE**

The purpose of the TCNL is to educate its members and others about the nyckelharpa traditions as found largely in the Uppland region of Sweden; to conduct educational programs and activities that will promulgate awareness and knowledge of and promote interest in the nyckelharpa; to provide competent instruction in the traditional music associated with the nyckelharpa; and to provide practice and performance opportunities for its members.

**ARTICLE III  
LOCATION**

The principal office and permanent mailing address of the TCNL, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis and St. Paul, State of Minnesota, as may be fixed from time to time by the Board of the TCNL. The principal office and mailing address of the TCNL shall initially be: Twin Cities Nyckelharpalag; c/o Wes Peterson, Suite C, 7615 Golden Triangle Drive, Eden Prairie, MN 55344.

**ARTICLE IV  
MEMBERSHIP**

Section 1. Voting Membership. The voting membership of the TCNL shall consist of individuals who are at least eighteen (18) years of age and have paid an annual fee as established by the Board. Membership shall be voluntary. Applications for membership shall be subject to approval by the Board or a committee appointed by the Board. Members are encouraged also to be members of the American Nyckelharpa Association and the American Swedish Institute.

Section 2. Rehearsals and Performances. Rehearsals and performances of the TCNL will not be limited to voting members.

Section 3. Termination of Membership. An individual's membership in the TCNL may be terminated for the following causes:

- Nonpayment of Dues. Membership in the TCNL automatically terminates upon nonpayment of prescribed dues.
- Resignation. Any member may resign from the TCNL by delivering a written resignation to the Board of Directors.
- Involuntary termination of Membership. An individual's membership in the TCNL may be terminated by a three-fourths vote of the Board of Directors.

Section 4. Rights. When a membership in the TCNL terminates for any cause whatsoever, all rights and interests there under revert to the Twin Cities Nyckelharpalag. In the event of dissolution of the TCNL, no member shall be entitled to share in the distribution of the corporate assets thereof.

Section 5. Grievances. The Board of Directors shall be the arbiter of any disputes and grievances affecting this organization, which may arise between members of this organization.

## **ARTICLE V**

### **MEETING OF MEMBERS**

Section 1. Place of Meetings. Meetings of the membership shall be held at members' homes throughout the Minneapolis and St. Paul metropolitan area on a rotating basis or at other suitable places as designated by the Board.

Section 2. Annual Meetings. The annual meetings of the TCNL shall be held in the first quarter of the year. The Board shall, by the end of February, set the specific date for the annual meeting to be held no later than the end of March. The annual meeting shall be held for the purpose of electing officers, electing Board members and considering any other business that may be properly brought before it.

Section 3. Special Meetings. Special meetings of the membership may be called by the President or upon a written request signed by at least twenty percent (20%) of the members. The notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 4. Presiding Officer. The President of the TCNL shall be the presiding officer of all meetings of the membership. In the absence of the President, the Secretary shall preside. In the absence of both persons, the members may elect a Chair Pro Tem for that one meeting.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to notify members of each annual or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each member at the latest mailing address or email address appearing on the records of the TCNL. The notices of annual meetings shall be sent at least twenty (20) calendar days prior to such meeting. Notice of special meetings shall be sent at least five (5) working days prior to such meeting.

Section 6. Quorum. Providing due notice has been given, the higher of five (5) members or twenty five percent (25%) of the membership shall constitute a quorum for the transaction of all authorized business, except as otherwise stipulated by statute or these bylaws.

Section 7. Voting. Except as otherwise provided by law, each voting member shall be entitled to cast one vote on each question. The vote of the majority of those members present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these bylaws, a different vote is required, in which case such express provisions shall govern and control. No voting by proxy shall be permitted at meetings of the membership.

Section 8. Membership List For Meetings. The current membership list shall be available at each meeting.

## **ARTICLE VI**

### **BOARD**

Section 1. Number. The Board of the TCNL shall be composed of five (5) members of the TCNL. The President, Treasurer and Secretary shall be automatically Members of the Board, with the remaining Board members elected from the TCNL membership.

Section 2. Qualifications. Any current voting members of the TCNL are eligible to hold office.

Section 3. Governing Powers. The Board shall have all the powers and duties necessary or appropriate for the overall direction of the TCNL. They may engage in such acts and do such things as are not prohibited by law or these bylaws.

Section 4. Election and Term of Office. Board Members shall be elected by the members at the annual membership meeting for a term of one year. The Board Members shall hold office until their successors have been elected. Unless elected to fill a vacancy, the term of office of a Board Member shall begin immediately following election to the Board.

Section 5. Vacancies. Vacancies in the Board occurring between annual meetings shall be filled by a majority vote of all remaining Board Members.

Section 6. Compensation. No compensation shall be paid to Board Members for their services to the TCNL. Board Members may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 7. Meetings. Meetings of the Board may be held at such time and place as shall be determined from time to time by a majority of the Board Members. Meetings may be held by teleconference or other comparable means of communication.

Section 8. Quorum. At all meetings of the Board, a majority shall constitute a quorum for the transaction of all authorized business. The acts of the majority of the Board Members present at the meeting shall be the acts of the Board.

Section 9. Proxies. No voting by proxy shall be permitted in the meetings of the Board.

Section 10. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 11. Removal by the Board of Directors. Any elective Director may be removed from his post by the affirmative vote of four-fifths of all the Directors, or by the affirmative vote of three-fourths of all the Members. Any Director proposed to be removed shall be entitled to at least thirty days notice in writing by mail of the proposed action, and shall be entitled to be heard by the Board.

Section 12. Vacancies. Vacancies of elected members of the Board of Directors shall be filled through appointment by majority vote of all remaining Directors. Such appointee(s) shall serve out the unexpired term of the person replaced.

## **ARTICLE VII**

### **ELECTED OFFICERS OF THE BOARD**

Section 1. Designation. Principal officers of the TCNL shall be a President, a Treasurer and a Secretary. At the discretion of the Board, other Officers may be elected with duties that the Board shall prescribe. The positions of the President and the Treasurer may not be held by a single individual at the same time.

Section 2. President. The President shall be the principal officer of the corporation. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect and, in general, shall discharge all duties incident to the office of the President and as prescribed by the Board. The President shall preside at all meetings of the Board and at all meetings of the membership. The President may execute for the TCNL all contracts and other instruments in writing that may be required or authorized by the Board.

Section 3. Secretary. The Secretary shall be responsible for keeping the organization's records. He or she shall keep the minutes of all meetings of the Board and of the membership. The Secretary shall give or cause to be given all notices of the meetings of the Board and other notices required by law or by these bylaws. The Secretary shall be responsible for keeping all books, correspondence, committee minutes and papers relating to the business of the TCNL, except those of the Treasurer. It will be the duty of the Secretary to act in the absence or disability of the President and to perform such duties as may be assigned by the President. The Secretary shall maintain an up-to-date list of members, regularly distributing the list to the members. It will also be the duty of the Secretary to act in the absence or disability of the President.

Section 4. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep financial records belonging to the TCNL. The Treasurer will present to the Membership at its annual meeting a report of the finances of the TCNL and will from time to time make such other reports to the Board as it may require.

## **ARTICLE VIII**

### **COMMITTEES AND APPOINTED POSITIONS**

Section 1. Authority. The Board may act by and through such committees and officers as may be specified in resolutions adopted by a majority of the members of the Board. Each committee and officer shall have such duties and responsibilities as are granted to it by the Board. Each committee and officer shall at all times be subject to the control and direction of the Board.

Section 2. Committees. When applicable, the Board shall create committees with specific functions and oversee the continuance of functioning committees. These committees may be self-perpetuating, but the Board shall assist in filling committee vacancies as needed.

Section 3. Appointed Positions. Members of the TCNL may be appointed to specific positions. Appointees will from time to time make reports to the Board as it may require.

## **ARTICLE IX** **FISCAL MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of the TCNL shall begin on the first day of January in each year.

Section 2. Books and Accounts. Books and accounts of the TCNL shall be kept under the direction of the Treasurer of the TCNL.

Section 3. Loans. No loans shall be contracted on behalf of the TCNL nor evidences of indebtedness issued in its name unless authorized by resolution of the Board. Such authority shall be general or confined to specific instances.

Section 4. Deposits. All funds of the TCNL not otherwise employed shall be deposited from time to time to the credit of the TCNL in such bank or banks or other depositories as the Board may elect.

Section 5. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its Board Members, (b) a Board Member of a related organization or (c) an organization in or of which a Board Member of the TCNL is a Board Member, officer, or in some other way has a material financial interest unless:

- 1) That interest is disclosed or known to the Board,
- 2) The Board approves, authorizes or ratifies the action in good faith,
- 3) The approval is by a majority of Board Members (not counting the interested Board Member), and
- 4) The approval is conveyed at a meeting where a quorum is present (not counting the interested Board Member).

The interested Board Member may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 6. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board shall designate.

Section 7. Indemnity. The TCNL shall indemnify and hold harmless any officer, board member, or committee member from a suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity in such elected or appointed position, except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute.

Section 8. Examination by Board Members. Every Board Member shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, all books and records of the TCNL and make extracts or copies therefrom.

## **ARTICLE X** **OFFICER TRANSITIONS**

Section 1. Board Vacancies. A nominating committee, appointed by a majority of the Board Members, shall provide a slate of candidates for the elected positions, at least one name per office, to allow for voting of the members at the Annual Meeting.

**Article XI:**  
**Dissolution**

Section 1. Cause. In the event the Twin Cities Nyckelharpalag should have fewer than four members, the organization shall be considered inactive, and formal dissolution shall thereby be in order.

Section 2. Procedure. Procedure for dissolution of the Twin Cities Nyckelharpalag shall be as follows:

- The incumbent Board of Directors shall prepare formal notification to the State of Minnesota of such impending dissolution. The Board shall then abide by the decision rendered by the State.
- Unless otherwise determined by the State, all assets of the Twin Cities Nyckelharpalag shall become the property of The American Swedish Institute, or other neutral third party as determined by the State or by The American Swedish Institute, with no stipulations as to their use.

**ARTICLE XII**  
**MISCELLANEOUS**

Section 1. Amendments by the Membership. Subject to restrictions imposed by statute, members may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendment is distributed to the membership at least 30 calendar days prior to a duly called meeting of the membership. Such amendment shall require an affirmative vote of two-thirds (2/3) of the members eligible to vote and present at a duly constituted meeting, providing a quorum is present.

Section 2. Amendments by the Board. The Board may also amend the bylaws as provided by statute.