



Nonprofit Formation: 501 (c) (3) Bylaws

BYLAWS OF SWEDISH SCHOOL OF COLORADO; Adopted on June 17, 2007

ARTICLE I – NAME AND PURPOSE

The name of the school is the Swedish School of Colorado

The purpose of the Swedish School of Colorado is to support the teaching and learning of the Swedish language, history and culture, to promote mutual understanding and friendship among students.

This is accomplished by providing a meeting place for those interested in the Swedish culture and providing opportunities to interact with other children and adults communicating in Swedish, and by receiving instructions in the Swedish language and culture.

The main purpose of the curriculum is to teach the students to speak, listen and understand, read and write in Swedish. Alongside the language instruction the school will introduce Swedish traditions, holidays, cultural events, history, and the Swedish way of life. Teachers determine the placement of children into groups according to children's age and Swedish language skills. Members are encouraged to participate in all aspects of the school, generate new ideas to improve its effectiveness, and share their own Swedish heritage for the common good of the school.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

The Swedish School of Colorado admits students of any race, color, and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, and ethnic origin in administration of its educational policies, admissions policies, tuition assistance programs, or extracurricular and other school-administered programs.

ARTICLE II – LOCATION OF ORGANIZATION

The Swedish School of Colorado is located on: 5000 E Alameda Avenue, Denver, CO 80246. The mailing address is: P.O. Box 6305, 6305, Denver, CO 80206



ARTICLE III – MEMBERS

Section 1. Classes of members.

The classes of members the School recognizes are regular members and supporting members.

Section 2. Eligibility for membership.

To be eligible for membership in the Swedish School of Colorado, one family member must be a Swedish citizen. Parents of children, and adult students attending the school, become

members when they pay the tuition in full (i.e. the membership fee). Each family has one vote. Supporting members do not have a vote in the annual general meeting. In addition, all head and assistant teachers and current board members are considered voting members of the school. A person becomes a supporting member by supporting the School financially, by volunteering or by other means. Supporting members are informed of school special events and volunteering opportunities.

Section 3. Dues or fees.

The board determines the beginning and the end date of the school year, tuition and fees. However, maximum annual tuition increase is 100%. School fees are to be paid to the School no later than at the second class of each semester. A student's family who is late in paying dues doesn't have a vote in the annual meetings. Tuition is non-refundable after the second meeting.

Section 4. Membership requirements.

A family is eligible for membership according to Section 2, and will stay as a member by paying the membership fee according to Section 3.

Section 5. Disciplinary procedures.

Referral to teachers' representative or president.



ARTICLE IV - MEETINGS

Section 1. Annual meeting.

The annual meeting is held in October. At the annual meeting, members meet to conduct business, hear reports of officers and elect officers. The organization issues a call to the meeting no later than 10 days prior to the annual meeting.

Section 2. Quorum.

When one fifth of the voting members are present at the annual meeting or any other general meetings, a quorum has been reached.

Section 3. Special meetings.

A simple majority of the entire membership is needed to sign a petition to call special meetings.

Section 4. Cancellation of a regularly scheduled meeting.

The President is responsible for making the decision to cancel the meeting in case of severe weather or a national emergency. Members are to be notified by email. The President has the right to reschedule the meeting.



Section 5. Electronic and other meetings.

It is possible for the Swedish School of Colorado to conduct a meeting by email.

ARTICLE V - TYPE AND ROLE OF OFFICERS

Section 1. Name the officers.

The officers of the organization are president, vice president, secretary, vice secretary, treasurer, vice treasurer, marketing director, communication manager, teachers' representative and Board members.

1. President

- Calls the board meetings and the annual meeting, leads these meetings.
- Oversees the operation of the school.
- Develops and updates the strategic plan for the school.
- Acts as a liaison between the school and the facility where the school meets.
- Establishes networking relationships to benefit the school.
- Acts as tiebreaker if a pending Executive Board decision is deadlocked.
- With the board, executes grant applications.
- Acts as teacher's representative in the absence of the teachers' representative and as needed.

2. Vice President

- Acts as president in the absence of the president and as needed.

3. Secretary

- Records the meetings of the board and the annual meeting and minutes of the meetings.
- Archives all the meeting minutes and correspondence.



- Transfers kept records to the archives at the end of the secretarial term.

4. Vice Secretary

- Acts as secretary in the absence of the secretary and as needed.

5. Treasurer

- Collects the registration fees and other fees.
- Pays the teacher's salaries and other compensation once a month.
- Pays the school's expenses and reimburses the board and teachers for their expenses as authorized by the Board.
- Keeps the books of the expenses and income, informs the Board about the financial standings in the meetings and balances the books at the end of the accounting season (October 31st).
- Conducts banking transactions.
- Explains the method of accounting to any auditors and provides them.
- Keeps the accounting books and bank records.
- With the board, drafts the budget.
- Develops the financial strategy for the school.
- Keeps an inventory of school assets.

6. Vice Treasurer

- Acts as treasurer in the absence of the treasurer and as needed.

7. Marketing Director

- Communicates the Board's decisions to the board members, parents, teachers and others.
- Maintains any online discussion groups to facilitate the Board.
- Helps keep the school mailing list up to date (all members, supporters, benefactors, sponsors).
- Acts as communication manager in the absence of the communication manager and as needed.

8. Communication Manager



- Updates school's student database and registration information.
- Acts as marketing director in the absence of the marketing director and as needed.

9. Teachers' Representative

- Acts as a liaison between teachers and the board.
- Plans the curriculum for the school year in cooperation with other teachers.
- Plans and is in charge of the school's end of the term parties.
- Plan and contributes to teachers' meetings.
- Helps keep the school mailing list up to date (all members, supporters benefactors, sponsors).

Section 2. Name Nominations and elections.

The officers are elected at the annual meeting. If only one candidate is nominated for each office, the members can take a voice vote. Voting result will be defined by a majority vote. Blank ballots or abstentions do not count.

Section 3. Tenure.

The officer's term is two years. The officers can be re-elected for one additional term. The officers can be on the board for no more than four years in total.

Section 4. Removal.

The officer can be removed from office if she/he is not working according to the best interest of the School. Two-thirds vote is required for removal.

ARTICLE VI – EXECUTIVE BOARDS

Section 1. Board composition



The board is composed of the School's officers. Board member should have School's membership.

Section 2. Meetings.

The board meets when needed. The board can also have e-mail meetings. All business transacted requires adoption by a majority of the entire board.

Section 3. Removal from office and vacancies.

If a member is absent three meetings in a row without valid reason board members can declare a vacancy without membership election until next annual meeting.

Section 4. Duties.

The Board is responsible for ensuring that the instruction follows the curriculum set forth by the Swedish National Board of Education for supplementary studies in the Swedish language. The Board selects the teachers and other staff and determines their compensation. The Board determines the beginning and the end of the school year and tuition fees.

ARTICLE VII – Execution of instruments, deposits and funds

Section 1. Execution of instruments

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or pledge its credit or to render it liable monetarily of any purpose or in any amount.

Section 2. Checks and notes.

Except as otherwise specifically determined by resolution of the Executive Board or as otherwise required by law, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and counter signed by the President.

Section 3. Deposits.



All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks as the Executive Board may select.

ARTICLE VIII - Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes as shall at the time qualify as an exempt

organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, s the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - Amendments

The bylaws can only be amended at the annual meeting with two thirds majority vote. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Article of Incorporation shall govern.

ARTICLE X – Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.



1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives



compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts.

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial officers or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

