

GENERAL BYLAWS FOR CHAPTERS
OF
SWEDISH WOMEN'S EDUCATIONAL ASSOCIATION INTERNATIONAL, INC.

ARTICLE I

NAME

The name of this organization is Swedish Women's Educational Association International _____ (name of place), with the acronym "SWEA _____ (name of place)", hereinafter referred to as "the Chapter".

ARTICLE II

ORGANIZATION

The Chapter is organized as a nonprofit _____ (association / corporation) under the _____ (name of the law) of the country / state / province of _____, and shall be a Chapter of the Swedish Women's Educational Association International, Inc., a California nonprofit public benefit corporation ("SWEA International").

ARTICLE III

GOVERNING RULES

The Chapter shall, unless contrary to mandatory laws or regulations (or practice amounting to mandatory laws or regulations in the country, state or province in which it is organized) be governed by the rules, objectives and purposes set forth in these General Bylaws for Chapters of Swedish Women's Educational Association International, Inc. (the "Bylaws") and the Chapter Agreement entered into between SWEA International and the Chapter on _____, _____, 20____ as it may have been previously amended or as it may be amended after the date hereof (the "Chapter Agreement").

ARTICLE IV

OBJECTIVES AND PURPOSES

SWEA International is a global non-profit organization for Swedish and Swedish speaking women.

The objectives and purposes of the Chapter shall be the same as those of SWEA International namely:

- (i) to engage in activities related to the support, preservation, promotion and development of Swedish history, language, culture and tradition in the world;
- (ii) to further worldwide friendship and personal growth among Swedish and Swedish speaking women;
- (iii) to support education through SWEA International's scholarship funds and other awards of scholarships;
- (iv) to assist members of SWEA to adjust and integrate into a new country and when moving back to Sweden; and
- (v) to support projects determined by the Board of Directors of SWEA International (the "SWEA Board") to be of Swedish interest and of special concern to Swedish women.

Neither SWEA International nor the Chapter is organized for the private gain of any person.

ARTICLE V

OFFICES

The principal executive office of the Chapter shall be located at the address within its country, state or province as shall be determined by the Board of Directors of the Chapter (the "Chapter Board") from time to time.

ARTICLE VI

NONPARTISAN ACTIVITIES

The Chapter shall be nonprofit and nonpartisan.

ARTICLE VII

DEDICATION OF ASSETS

Section 1. General

The properties and assets of the Chapter shall be irrevocably dedicated to the educational and charitable purposes stipulated by SWEA International and no part of the net earnings or assets of this Chapter shall ever inure to the benefit of any director, officer or member of any SWEA Chapter or SWEA International, or to the benefit of any private individual, except that the Chapter shall be authorized to make payments and distributions in furtherance of the objectives and purposes set forth in these Bylaws.

Section 2. Distribution upon Liquidation or Dissolution

Upon liquidation or dissolution of the Chapter, its assets remaining after legal payment of outstanding debts and liabilities, including dues, advances or payment of expenses owing to SWEA International, shall be distributed as follows:

- a) thirty-three percent (33%) to SWEA International to be invested in any fund or funds of SWEA International as determined by the SWEA Board;
- b) twenty-five percent (25%) to a trust fund, maintained by SWEA International in a segregated fund dedicated to the potential revival of the Chapter for a period of five (5) years, after which time these assets shall be used for the development of other chapters in accordance with such rules as shall be determined by the SWEA Board; and
- c) the remaining forty-two percent (42%) shall be paid as determined by a majority vote of the Chapter members in good standing prior to liquidation (i) to SWEA International for use in furtherance of its objectives and purposes as shall be decided by the SWEA Board, or (ii) to an organization dedicated to nonprofit purposes similar or related to those of the Chapter.

Legal proof of liquidation and/or dissolution of the Chapter together with its final financial report shall be sent to SWEA International no later than three (3) months after the final liquidation or dissolution of the Chapter.

ARTICLE VIII

MEMBERSHIP

The Chapter Board shall decide on all membership admittance, expulsion, suspension and termination policies subject, however, to rules addressing such matters from time to time stipulated by the SWEA Board, with determinations by such SWEA Board to be deemed conclusive in the event of a conflict between its rules (and the SWEA Board's interpretations thereof) and policies adopted or applied by the Chapter Board.

Section 1. Classes

There shall be two classes of members, regular and honorary.

Section 2. Qualifications

Only women of good character, eighteen (18) years of age or older, dedicated to the purposes of SWEA International and with good knowledge of the Swedish language may be admitted as regular or honorary members. Determinations as to the suitability of an individual for membership in the Chapter shall be made exclusively by the Chapter Board, subject, however, to review and modification by the SWEA Board in its sole discretion.

Any member must have her residence in the geographic area covered by the Chapter as described in the Chapter Agreement, or reside there due to long term employment or educational assignment. An otherwise qualified woman from an area with no SWEA Chapter may, however, be admitted as a member of the most conveniently located SWEA Chapter.

Subject to the above qualifications, regular membership admittance shall not be restricted, except that chapters in Sweden shall require that an otherwise qualified woman shall also have resided abroad for a minimum consecutive period of twelve (12) months.

Section 3. Regular Members

A regular member in good standing is entitled to one vote on each matter submitted to a vote of the members.

To be a regular member in good standing the member shall meet all of the qualification requirements under Section 2 hereof and have paid the Chapter annual dues in the amount and at such time as is determined by the Chapter Board or its Members. A portion of each annual membership dues shall be paid to SWEA International as determined by the SWEA Board in accordance with the provisions of the Chapter Agreement.

Section 4. Honorary Members

The Chapter Board may elect as an honorary member a woman who has made and/or is making an outstanding contribution to the Chapter or SWEA International. Only a non-SWEA member may be elected as an honorary member. She may serve as an Honorary Member for such period of time as the Chapter Board of the Chapter shall, in its discretion, determine.

Section 5. Membership Year

The membership year of the Chapter shall be the same as its fiscal year, commencing on January 1 and ending on December 31 of each year.

Section 6. Transfer of Membership

A member who relocates to a geographic area other than that in which the Chapter operates shall have the right to transfer her membership to another appropriate Chapter (the "New Chapter") and receive credit for the SWEA International portion of her membership dues paid for that year. Notice of a member's relocation shall be given to the SWEA Administrator (as such term is defined in SWEA International's Bylaws), by the Chapter Board. The dues to the New Chapter will be payable in accordance with that New Chapter's rules, provided, however, that credit shall be given for the SWEA International dues previously paid to another Chapter.

No member may transfer a membership or any right arising from it to another person, any such attempted transfer being void ab initio.

Section 7. Termination, Expulsion or Suspension

A membership shall be terminated as follows:

- 1) Upon the dissolution of the Chapter
- 2) Upon the request or decease of the member.

- 3) Upon the non-payment of the Chapter annual dues during the membership year.
- 4) Upon change of residency to an area not covered by the Chapter, if another more conveniently located SWEA Chapter exists within her new area of residency.
- 5) Subject to a review of the proposed action, conducted in good faith and in a fair and reasonable manner, the Chapter Board may, upon a finding that a member has failed, to a material or substantial degree, to act in the best interests of the Chapter and/or has failed to be dedicated to its purposes, recommend that a member be expelled or suspended and any and all membership rights of the affected individual be terminated. Such recommendation shall be submitted in writing for approval by the SWEA Board. Upon approval of such recommendation by the SWEA Board, the procedural requirements set forth in a) and b) below shall be followed.

The SWEA Board may similarly, without a recommendation of the Chapter Board, initiate and decide upon the expulsion or suspension of a member and the termination of membership rights, subject to a finding as described in the immediately preceding paragraph and the procedural rules set forth in a) and b) below.

- a) At least fifteen (15) days (or such other period as may be prescribed by applicable law) prior to the proposed effective date of expulsion or suspension, written notice shall be given to the affected member setting forth the proposed expulsion or suspension, the date for such expulsion or suspension and the reasons therefore.
- b) The member subject to expulsion or suspension shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the proposed effective date of expulsion or suspension and the notice to the member of her proposed expulsion or suspension shall state the date, time and place of the hearing on her proposed expulsion or suspension. The hearing shall be held by the Chapter Board or, if the SWEA Board so determines, by an authorized committee of the SWEA Board which shall definitively decide whether or not the proposed expulsion or suspension shall take place.

No refund of any dues shall be made in connection with the termination of a membership, regardless of the cause.

ARTICLE IX

CHAPTER MEMBERSHIP MEETINGS

Section 1. Annual Meeting

A regular membership meeting shall be held annually before the end of the month of February as notified by the Chapter Board (the "Annual Meeting").

At the Annual Meeting, the following business shall be transacted:

- 1) Presentation of the annual report and the audited or duly reviewed year-end financial statements of the Chapter for membership approval.
- 2) Election of auditor(s) and assistant auditor(s), or a Financial Review Committee consisting of three (3) members from the membership, as required by local law or practice.
- 3) Election of the Chapter Board and of the Chapter's Officers (as that term is hereinafter defined), or if such election has been duly made by mail ballot prior to the meeting according to the local rules or laws governing the Chapter, the newly elected Chapter Board and Chapter Officers shall be presented to the membership.
- 4) Election of a Nominating Committee consisting of three (3) or five (5) members, of whom one (1) should be a Board member if a three-member committee and two (2) should be Board members if a five-member committee. The Nominating Committee shall prepare a list of qualified and willing candidates for the next annual election of Chapter Directors and Chapter Officers. No member of the Nominating Committee shall be a candidate for the Board, without having first resigned from such Committee.

At the Annual Meeting the following business may be transacted:

- 5) Determination of the annual membership dues for the next fiscal year.
- 6) Such other matters as shall be determined by the Chapter Board and included by it in the agenda for the Annual Meeting. No action or decision may be taken on matters not included in, or directly connected to matters listed on, the Annual Meeting's agenda at the time the notice of the meeting was given. Any request by a member to include an item in the agenda must be received in writing by the Chapter Board by no later than December 20 to be considered for the next Annual meeting.

Section 2. Special Meetings

Special meetings of the members may be called at any time by the Chapter Board or the President. Such meetings shall also be called upon the written request of the minimum number of members required under local law and practice. In the absence of local rules, a special meeting of the members, may be called for any lawful purpose upon the written request of no fewer than ten percent (10%) of the members.

Section 3. Educational and Social Meetings

Meetings of an educational and social nature shall be held regularly during the year as notified by the Chapter Board.

Section 4. Notice of Meetings

Notice of all membership meetings specifying the date, time and place of the meeting shall be duly submitted in writing in accordance with applicable notice requirements under local laws and practice, provided, that the Annual Meeting shall be duly notified at least fifteen (15) days before the meeting. An agenda for the meeting shall be included with all notices of meetings.

Section 5. Quorum and Decisions of Meetings

Decisions shall be taken by a majority vote of the regular members in good standing present or represented by proxy at any duly held meeting, except in cases where a qualified or super majority may be required under local laws or regulations.

The vote of the President shall decide in case of equal votes, except in connection with the election of Directors and Officers, which shall be decided by a relative majority, i.e. those who receive the largest number of votes shall be elected.

A minimum of twenty percent (20%) of the members shall constitute a quorum for the transaction of business at any meeting of the members.

No member shall represent more than one absent member. The proxy shall be in writing.

Voting may be by voice or ballot according to local laws and customs, provided, however, that election of Directors and Officers shall be by ballot unless the number of candidates proposed equals the vacancies to be filled. Balloting may be by mail at the option of the Chapter Board and as permitted by local laws, regulations and customs.

Section 6. Minutes of Meetings

Minutes of meetings duly adjusted, together with the annual report and year-end financial statements in regard to the Annual Meeting, shall be transmitted to SWEA International and made available to all of the members of the Chapter at such place as the Chapter Board shall decide and announce to its members.

ARTICLE X

BOARD OF DIRECTORS AND OFFICERS

Section 1. Number and Qualifications

The Chapter Board shall consist of the Chapter's duly elected President, Vice President, Secretary and Treasurer (collectively the "Chapter Officers") and at least two (2) and at the most eight (8) other members (each member of the Chapter Board being hereinafter referred to as a "Director").

Only regular members in good standing are eligible to become and remain a member of the Chapter Board.

One year of prior experience as a member of the Chapter Board, or the Board of another SWEA International

chapter, should generally be required to become the President of the Chapter Board.

Section 2. Election of Directors and Officers

Directors and Chapter Officers shall be elected every year by the membership either by mail ballot or at the Chapter's Annual Meeting, depending on local laws and the preference of the Chapter.

In case of elections by mail ballot, same shall take place before the beginning of each new fiscal year. So elected Directors and Chapter Officers then take office on January 1, or at the first board or membership meeting of the new fiscal year, as the Chapter Board shall decide.

Directors and Chapter Officers elected at the Chapter's Annual Meeting in the beginning of the fiscal year, take office immediately at the end of the Chapter's Annual Meeting.

Section 3. Constitution of the Board

The Chapter Board is constituted at the time it is elected and shall accede to its functions in accordance with the provisions of Section 2 of this Article X.

At the time of the first meeting of each new Chapter Board, the distribution of tasks and duties among its members shall take place.

Section 4. Terms of Office

Each Director shall be elected for a term of one (1) or two (2) years, and may be reelected for additional one (1) or two (2) year terms until she has completed a maximum of four (4) consecutive years as a member of the Board.

Upon the initial organization of the Chapter, Directors may be elected to serve for any term from one (1) to three (3) years in order to secure continuity on the Board.

Each Chapter Officer shall be elected to serve for a one-year term, and may be reelected for additional one-year terms until she has completed a maximum of four (4) consecutive years as a member of the Chapter Board.

No member of the Chapter Board, regardless of her duties, shall serve on such Chapter Board for more than four (4) consecutive years.

Section 5. Resignation of Directors & Officers

An Officer or Director may resign before the expiration of her term, provided, however, that no Director may resign if, by doing so, the Chapter would then be left without a duly elected Director or Directors in charge of its affairs.

Any Director who has been absent from more than three (3) Chapter Board meetings during any fiscal year of the Chapter, without a valid excuse accepted by such Chapter Board may be asked to resign by the Chapter Board.

Section 6. Removal of Directors

Any Director may be removed by a majority vote of the members.

Section 7. Vacancies

All vacancies on the Chapter Board shall be duly filled by the Chapter's members as contemplated by Article X, Section 2 hereof. Vacancies on the Chapter Board occurring during the year (except a vacancy in the Chapter Board seat held by the Chapter's President), may, except in cases of removal, be temporarily filled by a majority vote of the then remaining Directors in office until such positions are filled as contemplated by Article X, Section 2.

A vacancy in the Chapter Board seat held by the President shall be filled by the Vice President as set forth in Article X, Section 9 (b) hereof.

Section 8. Duties of the Board

The business of the Chapter shall be managed by the Chapter Board in accordance with these Bylaws, the Chapter Agreement, the Bylaws of SWEA International (the "SWEA International Bylaws") and local applicable laws, including but not limited to:

- 1) Safeguarding the use of the SWEA name and logo and SWEA International's proprietary rights therein, as stipulated in the Chapter Agreement.
- 2) The execution of decisions of the members at the Annual Meeting, or at any other duly held membership meeting.
- 3) The handling of the finances of the Chapter.
- 4) Keeping adequate records and books of account.
- 5) Preparing and presenting the annual report and the duly audited year-end financial statements at the Annual Meeting.
- 6) Keeping SWEA International duly informed of decisions of the members or the Chapter Board and the activities of the Chapter as required by the SWEA International Bylaws in effect at any time and as may be requested by SWEA International from time to time.
- 7) Organizing programs and activities of an educational and social nature for the members on a regular basis throughout the year.
- 8) Supporting and spreading knowledge of SWEA and its scholarship activities.
- 9) Assisting members of SWEA to adjust and integrate into a new country and when moving back to Sweden.
- 10) Supporting the development of local and international networks for the support of Swedish and Swedish speaking women.
- 11) Rendering statements on matters remitted for opinion by SWEA International or the Regional Organization (as that term is defined in the SWEA International Bylaws) with which the Chapter is associated, and otherwise actively contribute to committee and other work of SWEA International and the Regional Organization with which the Chapter is associated.
- 12) Encouraging attendance of Directors and Chapter members at Regional Annual Meetings and SWEA International Annual Meetings in connection with a convention, and provide in the Chapter budget, or otherwise, for the financing of expenses related to the attendance of the President, or in her absence the Vice President, at such Regional Annual Meetings and SWEA International's Annual Meetings in connection with convention years.
- 13) Provide in the Chapter budget, or otherwise, for the financing of expenses related to the attendance and participation of the President, or in her absence the Vice President, as a Regional Director in all other Regional Board meetings of the Region with which the Chapter is associated.
- 14) Provide in the Chapter budget, or otherwise, for the financing of the Chapter's agreed upon share of any Regional expense budget.
- 15) In general, pursuing the goals and purposes of SWEA International, the Regional Organization with which the Chapter is associated and of the Chapter as set forth herein, including without limitation, the undertaking of appropriate charitable and other activities falling within such articulated purposes, but in all cases under the general guidance and overall control of SWEA International.

Section 9. Duties of Officers

- a) President. The President shall generally supervise, direct and control the business of the Chapter as prescribed by her Chapter Board and these Bylaws. She shall preside at all meetings of the Chapter Board and of members, and countersign all Chapter checks with the Treasurer above such amount as may be determined by the Chapter Board. She shall be an ex-officio member of all committees of the Chapter, except the Nominating Committee, and serve on the committees of SWEA International, or the Regional Organization, to which she may be appointed and on which she agrees to serve. She shall serve as a member of the Regional Board of Directors in the Region (as those terms are defined in SWEA International's Bylaws) with which her Chapter is associated.
- b) Vice President. The Vice President shall perform such functions appropriate to that office as may be directed by the President or the Chapter Board or as may be otherwise prescribed by these Bylaws. In the absence or disability of the President, the Vice President shall perform all the duties of the President. In particular, in the event of the President's temporary or permanent inability or unwillingness to perform her functions as a member of the Board of Directors of the Region with which the Chapter is associated, the Vice President shall perform those functions as prescribed in Article IX, Section 2(d) of the SWEA International Bylaws.
- c) Secretary. The Secretary shall keep minutes of all meetings of members, the Chapter Board and committees (whether of the Board or otherwise). She shall send out notices of meetings and perform such other duties as may be prescribed by the President, the Chapter Board or these Bylaws.
- d) Treasurer. The Treasurer shall prepare an annual budget, keep adequate and correct books and records of account, and prepare monthly, semi-annual and the year end financial statements. She shall report on the financial status of the Chapter at the meetings of the Chapter Board and perform such other duties as may be prescribed by the President, the Chapter Board or these Bylaws.

Section 10. Board Meetings

Meetings of the Chapter Board shall be held not less than nine (9) times per year, at such time and place as shall be determined by the President, or the number of Directors authorized to so determine under local laws or regulations; such meetings to be duly noticed to all the members of the Chapter Board in accordance with applicable laws and regulations of the jurisdiction in which the Chapter is organized.

Section 11. Quorum

For the transaction of business, a majority of the Directors then in office shall be present at the meeting. The act of a majority of the Directors present at any meeting where a quorum is present shall be the act of the Chapter Board, except where applicable laws and regulations otherwise require. In case of equal votes, the vote of the President shall decide.

Section 12. Compensation of Directors & Officers

All members of the Chapter Board, including without limitation, all Officers shall serve without compensation.

Section 13. Minutes of Meetings

Minutes of all meetings shall be prepared by the Secretary, or any other person specially appointed as the Secretary of the meeting. All minutes duly adjusted shall be promptly transmitted to each Director, the President of the Regional Organization with which the Chapter is associated, SWEA International's President, SWEA International's Vice President and Administrator (as those terms are defined in SWEA International's Bylaws), as shall semi-annual financial statements.

ARTICLE XI

COMMITTEES

Section 1. Appointment

The Chapter Board may appoint one or more committees, to serve for a specified time and purpose at the pleasure of such Chapter Board. Such committee shall consist of three (3) or more members, at least one of whom shall be a Director. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 2. Vacancies

Vacancies in committees shall be filled by the Board.

Section 3. Minutes of Meetings and Reports

Minutes of meetings of committees, if any, and committee reports shall be given to the Chapter Board and filed with the Chapter's corporate records.

ARTICLE XII

REGIONAL BOARD MEETINGS

The President shall serve as a Regional Director and consequently as a member of the Regional Board for the Region with which the Chapter is associated, as provided in Article IX of the SWEA International Bylaws.

In accordance with the provisions of Article IX, Section 4 of the SWEA International Bylaws, the President, or, in her absence, the Vice President shall attend Regional Annual Board Meetings and such other Regional Board meetings as may take place in the Region with which her Chapter is associated. Expenses directly related to the attendance of the President or the Vice President, and their participation in Regional Annual and other Regional Board meetings, shall be paid in their entirety by the Chapter which they represent.

Regional Annual Meetings shall be held in the month of October each year and other meetings of the Regional Board at such times as may from time to time be decided by the Regional Board for the Region with which the Chapter is associated. The purpose of such meetings shall be to make decisions applicable to the Regional Organization's activities, exchange ideas and experiences, promote cooperation and support within and among Chapters of the Region, reach agreements concerning projects of common interest to one or more Regions and, at the Regional Annual Meeting in the month of October, to prepare for the next SWEA International Annual Meeting and take such actions as are described in Article IX, Section 4 of the SWEA International Bylaws.

Chapter members may attend Regional Annual Meetings, and may at the invitation of the Regional Board be allowed to speak at the Regional Annual Board meetings. Only Regional Directors of the Regional Board for the Region with which the Chapter is associated are entitled to vote on matters brought before the Regional Annual Meetings for determination.

Annual Meetings held by the SWEA International Board shall be open to attendance by all Chapter members as further described in Article VIII, Section 3 of the SWEA International Bylaws.

ARTICLE XIII

SUBCHAPTERS

The Chapter shall create no subsidiary or subordinate organizations within or without the geographic area in which it operates, and no subchapters shall exist.

ARTICLE XIV

FISCAL YEAR

The fiscal year of the Chapter shall commence on January 1 and end on December 31 of each year.

ARTICLE XV

RECORDS AND REPORTS

The Chapter shall keep at its principal executive office correct and complete books and records of accounts, minutes of meetings of the Chapter Board, its members (including all membership applications and membership admittances, current addresses and membership dues paid) and of any committees. Such books, records and minutes shall be open to inspection as required by law. In furtherance of Article XVI, Section 1 of the SWEA International Bylaws, the Chapter Board shall promptly deliver to the SWEA International Administrator copies of all minutes of meetings of the board and those of the members, as well as the Chapter's periodic financial information, and such other data as the Administrator may request. If required by applicable authorities, the Chapter shall further file all statements and reports with the United States Internal Revenue Service and any other agency within or without the jurisdiction in which the Chapter has been created and/or operates required for tax exempt corporations to maintain their status as such, and as may otherwise be required by the California Uniform Supervision of Trustees for Charitable Purposes Act and other applicable United States and foreign laws or regulations.

ARTICLE XVI

AMENDMENT OF BYLAWS

These Bylaws may be amended only by a two-thirds (2/3) vote of the SWEA Board. If any amendment of the SWEA International Bylaws causes these Bylaws or the Chapter Agreement to be in conflict with such SWEA International Bylaws, then these Bylaws and the Chapter Agreement shall be deemed automatically amended to conform in all respects with such SWEA Bylaws as so amended.

ARTICLE XVII

CONFLICT OF LAWS

In the event these Bylaws, or any duly adopted amendment hereto, conflict with any mandatory law or regulation, or practice amounting to mandatory law, in the country, state or province in which the Chapter is organized or operates, such Bylaws shall be automatically modified to the minimum extent necessary to eliminate such conflict, subject to the approval of the SWEA Board as contemplated by Article XIX hereof.

ARTICLE XVIII

CHAPTER APPLICATION OF BYLAWS

Any variance of the provisions of these Bylaws, or amendments hereto, as applied by the Chapter shall be approved in advance by the SWEA Board or in such other manner as shall be determined by such SWEA Board.

ARTICLE XIX

GOVERNING LANGUAGE

In case of conflict between this English language version of the Bylaws, and any duly adopted amendments hereto, and any non-English version hereof, the English language document shall govern.