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**STATE OF WASHINGTON
KING COUNTY SUPERIOR COURT**

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| <p>ELIZABETH A. CAMPBELL, an individual,</p> <p style="text-align: center;">Petitioner,</p> <p style="text-align: center;">v.</p> <p>SWEDISH CULTURAL CENTER d/b/a the SWEDISH CLUB, a Washington nonprofit corporation, and SWEDISH CLUB BOARD OF DIRECTORS, governors,</p> <p style="text-align: center;">Respondents.</p> | <p style="text-align: center;">NO. 24-2-09698-1 SEA</p> <p style="text-align: center;">PETITION FOR REVIEW RCW 24.03A.966</p> |
|--|---|

1. Pursuant to RCW 24.03A.966, Petitioner, Elizabeth A. Campbell (“Ms. Campbell” or “Petitioner”) submits this petition for judicial review (the “Petition for Review”), of the Swedish Cultural Center’s (“Swedish Club”) April 17, 2024 board of directors’ elections.

2. At issue is the Swedish Club’s, and its board of director’s (“SCBOD”), cumulatively “the Respondents,” 2 ¼ years efforts between January 2022 through April 2024 to establish a self-perpetuating board that culminated in an election held on April 17, 2024 that was in violation or breach of:

- a) The Swedish Club’s November 20, 2019 *Amended and Restated Bylaws of the Swedish Club* (“Bylaws”) Exhibit A;

- b) The 10 years old established board of directors election process, the *Established Election Procedures* (“Election Procedures”) Exhibit C;
- c) Chapter 24.03A RCW: Washington Nonprofit Corporation Act.
- d) The Swedish Club’s contract with each Swedish Club member;
- e) The Swedish Club’s implied contract with its members, the March 2022 board approved *Code of Conduct* (“Conduct Code”);
- f) Chapter 19.86 RCW Washington Consumer Protection Act.

I. Name and Mailing Address of Petitioner

1.1 Elizabeth Campbell
3826 24th Ave W
Seattle, WA 98199
206-769-8459
neighborhoodwarrior@gmail.com

Identification of Persons Who Were Parties to the Corporate Action to be Reviewed Herein –

II. Name and Mailing Address of Respondent #1

2.1 Swedish Cultural Center d/b/a Swedish Club
Swedish Club Board of Directors
Elizabeth Norgren, Registered Agent and Executive Director
1920 Dexter Ave N
Seattle, WA 98199
206-283-1090

III. Name and Mailing Address of Respondent #2

3.1 Swedish Club Board of Directors
Langdon Miller, President
1920 Dexter Ave N
Seattle, WA 98199
206-283-1090

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1 **IV. Respondent Elizabeth Campbell's Standing**
2 **to Seek Judicial Review under RCW 24.03A.966(1)**

3 4.1 Swedish Club General Membership Standing. Elizabeth Campbell is a general member of the
4 Swedish Club with the following rights attached thereto, in accordance with the Swedish Club's *Bylaws*,
5 Article 2. Membership Section 2.1(a), "The corporation shall have two classes of members: (a) general
6 members, entitled to all of the rights and privileges of membership, including voting on any and all
7 matters...Only a general member may serve as an Officer or Director of the Swedish Cultural Center."

8 4.2 For two successive membership cycles during the years 2020-2021 and 2021-2022, Ms. Campbell
9 held a general membership, traditionally referred to as a "blue card" membership in the Swedish Club; she
10 became a general member when she entered into a barter contract in August of 2020 with the Club's then
11 executive director, Kristine Leander.

12 4.3 The barter contract stipulated that Ms. Campbell would exchange the dollar value of her work she
13 provided to the Club in exchange for general membership – none of her rights as a general member were
14 abridged based on the form of consideration provided by Ms. Campbell, the dollar value of her work.

15 4.4 In March of 2022 the Swedish Club Board of Directors attacked Ms. Campbell's general
16 membership status in order to eliminate her as a candidate for the Swedish Club board. In 2022, after the
17 Board in April attempted to cancel Ms. Campbell's standing as a general/blue card member through
18 an improper motion and vote to change the terms of the *Bylaws* about 'who is considered a member
19 in good standing' in order to be a candidate/member for the SCBOD, thereafter Ms. Campbell paid
20 her membership fees online and by cash to Ms. Leander for her 2023-2024 membership.

21 4.5 After the above incident at the end of her 2021-2022, on September 30, 2022 Ms. Campbell
22 paid for her Swedish Club membership for the 2022-2023 membership cycle, and in December 2022 paid
23 for her 2023-2024 membership cycle. Payment was made by credit card and by cash to the Swedish Club.

24 4.6 Ms. Campbell's Swedish Club membership cycle, 2022-2024 runs out on September 11,
2024.

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1 4.7 Ms. Campbell's rights as a member have been, are, and may be affected by the April 17, 2024
2 corporate action(s) taken by the Respondents in this matter, the Swedish Club Board of Directors actions to
3 further entrench themselves as an unaccountable, self-perpetuating, self-selecting its members by engaging
4 in a course of electoral interference and electoral fraud types of activities - using its governance powers over
5 the last 18 months to pass and withhold legislation favoring the board's entrenchment, engaging in a pattern
6 of activities intended to coverup certain of its board members' breaches of fiduciary, loyalty, and care duties
7 to the Swedish Club that culminated in the contested April 17, 2024 board election. .

8 **V. Petitioner Elizabeth Campbell's Reasons for Believing that the**
9 **Swedish Club's Pre Election Electoral Interference and Electoral Fraud Activities,**
10 **And the April 17, 2024 Board Election That Followed Them**
11 **Should be Reviewed under RCW 24.03A.966(1)**

12 5.1 Ms. Campbell's rights being violated by the corporation's actions complained of herein, and the
13 rights held by her and the other members similarly situated as herself, include but are not limited to those
14 held in *Bylaws* at Article 2. Membership Section 2.1(a) rights, "The corporation shall have two classes of
15 members: (a) general members, entitled to all of the rights and privileges of membership, including voting
16 on any and all matters...Only a general member may serve as an Officer or Director of the Swedish Cultural
17 Center." and those rights in Article 3. Board of Directors, Section 3.3, "Directors shall be elected from
18 among the [general] members of the Swedish Cultural Center."

19 5.2 The violation of Ms. Campbell's rights, and those of the Swedish Club's members' rights, by the
20 Respondents have occurred through a variety of activities and other adversarial tactics employed against her
21 by the SCBOD, by its executive director, and by its legal counsel.

22 5.3 The Respondents' acts complained of herein were intended and did affect Ms. Campbell's member
23 rights, affected those in 2022, 2023, and 2024 related to the election process for board of directors, and the
24 election of directors, by passing a series of "proposed" Bylaws amendments the SCBOD never submitted to
the members for approval; keeping them secret for a year, then springing them on the members just before
the 2024 election cycle; the faux bylaws established that the SCBOD could exclusive of the members
determine:

1 5.3.1 Who may be a board candidate.

2 5.3.2 How a general member becomes a board candidate.

3 5.3.3 How they can run for and be elected to the Swedish Club Board of Directors.

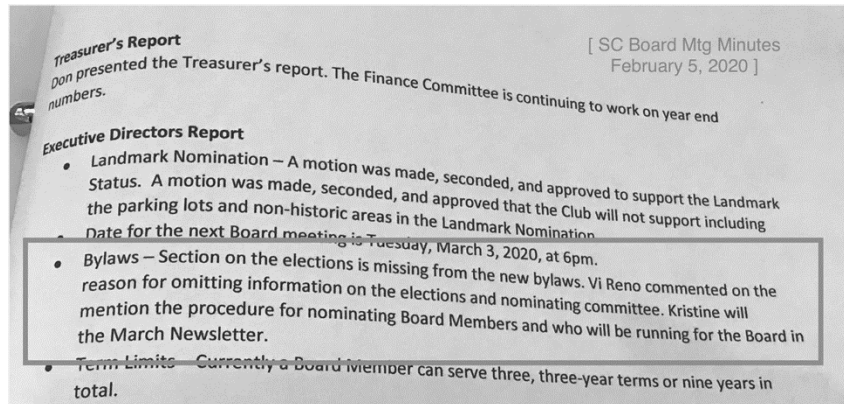
4 5.3.4 How board elections are held, who controls them – the SCBOD.

5 5.4 Specifically in this Petition for Review the corporate actions related to the Swedish Club board
6 members' electoral interference and electoral fraud activities during the time period of December 2022 to
7 April 17, 2024; and during the April 17, 2024 board election cycle and election, and the election results (see
8 Exhibit J) are what Petitioner is asking the Court to review.

9 **Background, History of Swedish Club Board of Directors' Subversion of Board Election Process**

10 5.5 The election of Swedish Club board members has a troubling history of relying upon “winks and
11 nods” about how it is conducted.

12 5.6 At the February 5, 2020 board meeting the board, the Club's attorney, Vi Reno, and the executive
13 director discussed their intentional deception of members about the board election process. That they had
14 been and were intentionally keeping the details of the election procedures not only from the members, but
15 also did not want to be constrained by having it be part of the Club's *Bylaws* (see picture below).



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22 Despite the 2020 acknowledgement that the election process and procedures were being kept from members
23 by not putting them in writing, in 2022 the former executive director Ms. Leander did put the procedures
24 in writing. She gave a copy of the election procedures to the board and a few members, including Ms.
Campbell. The document laid out how the prior years' elections had been procedurally handled and held,

1 and how the current year's, 2022, election for directors was to be conducted. A copy of Ms. Leander's
2 established, election procedures for the Swedish Club is attached hereto as Exhibit C.

3 5.7 Between September 2021 and February 2022, the processing of Ms. Campbell's Swedish Club
4 board candidacy application is the forerunner to what has happened in 2024.

5 5.8 Starting in September 2021 for a period of six months Ms. Campbell's board application was
6 delayed through several dilatory tactics, including but not limited to creating administrative roadblocks,
7 bringing forward other board member related business that it was claimed held higher precedence, and
8 withholding Ms. Campbell's nominating application from the then nominating committee chair, Jan
9 Sullivan.

10 5.9 What should have procedurally happened is Ms. Campbell's application would have been processed
11 during September or October 2022 and then she would have been eligible to be a mid-year appointment to
12 the SCBOD. That was not done. Instead it was treated as if it didn't exist by the executive director until Ms.
13 Campbell insisted it be processed in early 2022 for the April 2022 election.

14 5.10 In March and April of 2022 an alternative plan was crafted by the Swedish Club board, its executive
15 director, and another member to keep Ms. Campbell from running and possibly being elected to the board.

16 5.11 At the March 16, 2022 members' meeting where candidates for the board were brought forward for
17 the April Annual board member election, despite having properly submitted and being a candidate Ms.
18 Campbell was forced to self-nominate.

19 5.12 By the first of April 2022 an organized effort was in place by the board, the executive director, and
20 another person to sabotage Ms. Campbell's candidacy for board director. It hinged on challenging whether
21 Ms. Campbell was a "member in good standing."

22 5.13 Less than two weeks before the election, at the April 6, 2022 board meeting the board crafted an
23 interpretation of what type of membership Ms. Campbell held, that it was a gratis membership, and
24 concluded *that she had not paid for her membership*, and by extension that meant that Ms. Campbell was
not a member in good standing and so could not run for or be on the board.

1 5.14 The board passed a proposed *Bylaws* motion to that effect; and passed a second one that members
2 who were employed by the Swedish Club, like Ms. Campbell was, could likewise not be on the board. See
3 also Exhibit B.

4 5.15 In accordance with the *Bylaws* what the board passed on April 6, 2022 were *proposed amendments*
5 to the Club's *Bylaws*. See also Exhibit B. The proposed amendments lacked the requisite notice to and
6 approval of the Club's membership. Statements in the April 6th meeting minutes indicate that the SCBOD
7 and the executive director knew that their acts had no authority:

- 8 • "Vi Reno will work on 2 processes for the future bylaw changes: 1. Requirements for Board
9 Membership; 2. Process to remove a Board Member."
- 10 • "Discussion regarding the approval of a policy that all Gratis Memberships should be Social
11 Memberships. Proposal - In order to codify requirements for Board membership, The Board will
12 be proposing an amendment to the by-laws."
- 13 • "Motion – Institute the policy where by Gratis Members are not "members in good standing"
14 unless they have paid for their membership. 12 in favor, 1 absent (Lori Ann Reinhall)."
- 15 • "Motion – Make all Gratis Memberships, Social Memberships. 12 in favor, 1 absent (Lori Ann
16 Reinhall).
- 17 • Motion to approve policy that employees are ineligible to serve on the Board. See Addendum for
18 wording of motion. Passed 12 in favor, 1 absent."
- 19 • "To achieve that end, this Board shall be proposing forthwith an amendment to the Bylaws of the
20 Swedish Cultural Center so that employees shall be ineligible to concurrently serve on the
21 Board."¹

22 5.16 Ms. Campbell challenged the SCBOD's and the executive director's efforts to sabotage her
23 candidacy and was placed on the ballot. However, on the night of the April 20, 2022 board elections the
24 president of the SCBOD, Gary Sund, took the unprecedented action of addressing an audience of over 80
some Swedish Club members and publicly lambasted Ms. Campbell for running, telling the audience that
the level of Ms. Campbell's unfitness to be on the board, based on inside knowledge he and the board
possessed, nefarious and unmentionable information Ms. Campbell. He went on to say that the information
was of such epic proportions, so disturbing, that he could not provide the specifics of his pronouncements
to the assembled, only that the board was in 100% agreement, Ms. Campbell must not be on the board and

¹ NOTE: Two years later the SCBOD still has not presented to the Swedish Club members 1) its proposed *Bylaws*
amendments it passed in April of 2022; 2) neither has it presented to the members for a vote its *Nominating*
Committee Charter it claims to have passed over a year ago in January 2023.

1 the members must trust him and vote against her. Ms. Campbell was not elected to the board after Mr.
2 Sund's excoriating speech about her.

3 5.17 Despite the rules the Board had adopted on April 6, 2022 having no governing authority, they were
4 never forwarded to the members and voted amended to the *Bylaws*. The Board proceeded to act on them
5 anyway in 2022 as part of their successful attack on Ms. Campbell to derail her board candidacy.

6 5.18 In 2023 they used their faux election bylaws and new found power a different way, the board used
7 the vacuum in election power they had created between themselves and the members so that no new
8 candidates for the board were brought forward.

9 **2023 Board Election History**

10 5.19 Throughout 2022 Board member and chair of the SCBOD's nominating committee, Martin
11 Johansson, diligently worked to craft a second set of regulations that would accrete to the board the power
12 to exclude any member from getting on the board that they did not like.

13 5.20 Rather than the SCBOD being satisfied with abiding by the Bylaws one qualification to be a board
14 member/board candidate, "that they be a general member," Mr. Johansson crafted a two part plan that would
15 eliminate that provision - the "Nominating Committee Charter" ("Charter") that one, prescribed a
16 considerable array of qualifications that a proposed board member must possess before they would even be
17 considered *by the board* as a candidate, and then two, the coup-de-grace that would dispense with what had
18 heretofore been member-centric elections at the Swedish Club – according to the *Charter* the board would
19 hold 100% control over the slate of candidates that members could vote on – *only the SCBOD's slate of*
20 *candidates could be voted on by the members*. A copy of the Charter is attached and included as Exhibit D.

21 5.21 At the December 7, 2022 SCBOD meeting Mr. Johansson brought his *Charter* to the board to be
22 voted on. There was some talk during the meeting about the legitimacy of the *Charter* and whether the board
23 had the power to approve it. The Board tabled further action on the Charter and held over it over to the next
24 BOD meeting, January 4, 2023.

5.22 However, according to the minutes for the January 4, 2023 board meeting there is no reference to
the *Charter*; much less it ever being voted on – see Exhibit E – the minutes for that board meeting.

1 5.23 The *Charter* is never referenced again by the Board until over a year later – when the board invoked
2 the *Charter* as governing the 2024 Board of Directors Annual Election cycle.

3 5.24 The 2023 election for the board of directors then is notable for its lack of outreach in the months
4 leading up to the election to Club members, seeking members who could run for the board. That was
5 standard practice up until 2023. The lack of outreach, the lack of new nominees to the board, and the like
6 were notable in 2023, no new board candidates appeared. As a result, the entire board just further entrenched
7 itself – its incumbent members were the only candidates on the April 2023 ballot.

8 **2024 Board Election History**

9 5.25 By mid-August 2023 it was evident to a substantial part of the Swedish Club members that the
10 Club’s Board of Directors had engaged in a questionable number of activities and decisions, including hiring
11 Ms. Norgren as the executive director, not holding her accountable for excessive spending, the hostile social
12 environment she had fomented - threatening members, threatening members’ memberships, terminating
13 members’ memberships, manhandling them, expelling them from the Swedish Club building, summarily
14 calling members before the board; the executive director dispensing with many of the Swedish cultural
15 activities that were part of the Club’s mission, and the failure of the board to even issue the Club’s monthly
16 position and operating financial statements.

17 5.26 And when things really got problematic in terms of demands by contingents of members, the board
18 and executive director cancelled members’ meetings, changed meeting formats and agendas (controlled what
19 could and couldn’t be on the agenda, who could and couldn’t talk, and what they could or could not talk
20 about; appointed one of their ally members to act as a security guard for one of the members’ meetings (in
21 fact he menaced members and escorted the former executive director out of the building when she tried to
22 defend her work as the executive director; and brought in legal counsel to lecture the members at members
23 meetings. Most telling was the members’ meeting when the Club’s treasurer/board member put on a
24 PowerPoint show about what did or did not constitute fraud by a board member.

5.27 In February 2024 the SCBOD dramatically revealed at the monthly members’ meeting that the
SCBOD held all the power over the Swedish Club’s board of director elections – it revealed that it had passed

1 a Nominating Committee Charter that the members must now obey – the *Charter* referenced in paragraph
2 6.21 above. An email from was sent out by concerned members to other members detailing what had
3 happened – see Exhibit F.

4 5.28 In February 2024 the SCBOD made a mid-year appointment to the board, an individual of its own
5 choosing it had decided to have fill a vacated position, however it did that while refusing to consider the
6 February applications of two other people that had applied to be on the board. At the time they told them
7 they would have to stand for election in April 2024. However, as it turned out the board black balled those
8 candidates by refusing to consider their applications, claiming that made them ineligible to be on the
9 board/run for election.

10 **2024 Election Interference Activity by the Board of Directors and Their Conspirators**

11 5.29 The following statements by Swedish Club members, included as Exhibit I, are the written history
12 of the events leading to the April 17, 2024 election:

13 **February 2024**

14 5.30 “Members feel unsafe and unwelcome to participate in meetings with time restraints to
15 speak, rigid agendas, and having witnessed the intimidating restraint of a Club Member and a staff
16 member telling a Member to "Shut up!" at a Members’ meeting.”

17 5.31 “At the Members Meeting on February 21 several members were nominated for board
18 positions from the floor: Langdon Miller for President, Kris Johansson for Vice President, Brian
19 Runberg, and Eckhard Schipull for Board director positions. Effective board leadership is crucial
20 for the future of the Swedish Club.”

21 5.32 “At the February Members’ meeting, members nominated several candidates from the
22 floor for Board of Directors and Officer positions. Langdon Miller was nominated for
23 President, Kris Johansson for VP; and Eckhard Schipull and Brian Runberg for the Board of
24 Directors. Board leadership immediately intervened and announced that nominations from the
floor are no longer allowed by the Board. We don’t see any basis for such restrictions in the

1 Club’s governing documents. State law says we must have bylaws. Our bylaws say that (blue
2 card) members hold the rights to elect Directors and all of the Officers.”

3 5.33 “Brian Runberg and Eckhard Schipull had been nominated from the floor for Board
4 positions at that meeting. Brian had submitted his application two weeks before,
5 and Eckhard submitted his application right afterwards. Both have had their applications stalled in
6 the Nominating Committee, and the Committee has postponed their interviews until after the
7 election.

8 **March 2024**

9 5.34 “At the Members’ meeting on March 20, the Board’s attorney agreed with a questioner
10 that the Nominating Committee Charter did not say that *officer* nominations from the floor were
11 prohibited. Then, like was done on February 21, 2024, Langdon Miller was again nominated from
12 the floor for President and Kris Johansson was again nominated from the floor for Vice President,
13 just to be sure.”

14 **April 2024**

15 5.35 “Fortunately, two long-time members, architect Brian Runberg and retired international
16 banker Eckhard Schipull, have been waiting patiently on the Nominating Committee for months
17 to complete their interviews and take action. Now, with a substantially new Board of Directors
18 and leadership, the Nominating Committee should be able to finish their work soon.”

19 **VI. EVIDENCE RELIED ON**

- | | |
|---|--|
| 20 1) Exhibit A Swedish Club’s Bylaws | 7) Exhibit G 03-06-24 JAlbright Email |
| 21 2) Exhibit B 04-06-22 Board Mtg Minutes | 8) Exhibit H 03-19-24 Exec Director Board |
| 22 3) Exhibit C Swedish Club Election Proc. | Notice Re Elections Protocols |
| 23 4) Exhibit D Nominating Comm Charter | 9) Exhibit I History of 2024 Board Elections |
| 24 5) Exhibit E 01-04-23 Board Mtg Minutes | 10) Exhibit J 2024 Board Election Outcome |
| | 6) Exhibit F 02-17-24 SOS Email Re Elect. |

VII. RELIEF REQUESTED

WHEREFORE, Petitioner asks the Court for judgment:

A. The Court should overturn the results of the April 17, 2024 election.

B. Appoint a Receiver to oversee a new election of replacement directors for the Swedish Club’s board of directors and for the officers thereof.

C. Appoint a new executive director, consistent with Swedish Club’s governing documents and Washington law.

D. Award any further relief this Court deems proper.

Respectfully submitted this 25th Day of April, 2024.

ELIZABETH A. CAMPBELL



Respondent, Pro Se
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Seattle, WA 98199
206-769-8459
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EXHIBIT A

AMENDED AND RESTATED
BYLAWS
OF
THE SWEDISH CLUB

Approved by Board for submission to Members on September 4, 2019.
Adopted by Members on November 20, 2019.

AMENDMENTS

| Section | Text | Date Adopted |
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AMENDED AND RESTATED
BYLAWS
OF THE SWEDISH CULTURAL CENTER

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (the “**Board**”) may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Members

The corporation shall have two classes of members: (a) general members, entitled to all of the rights and privileges of membership, including voting on any and all matters, and (b) social members, who are entitled to attend all events at the Swedish Cultural Center, but who are not entitled to voting privileges. Only a general member may serve as an Officer or Director of the Swedish Cultural Center. The Board may assess different levels of annual dues based upon the type of membership.

2.2 Requirements for Membership

Members are requested to declare support for the purposes of the corporation as stated in section 3.2 of its Articles of Incorporation. Members are required to pay dues in accordance with a schedule published by the Board of Directors, as it may be modified from time to time, in order to be considered members in good standing.

2.3 Voting Rights

The general members shall have the right (a) to elect the Directors and Officers of the corporation, (b) to amend or restate the Articles of Incorporation or Bylaws of the corporation, (c) to approve the sale of all or substantially all of the assets of the corporation, (d) to approve the voluntary dissolution of the corporation, and (e) to vote on any other matters on which the approval or vote of members is required by applicable law.

2.4 Annual Meeting; Quorum Requirement

The annual meeting of the Swedish Cultural Center shall be held during the month of April for the purposes of electing Directors and Officers and transacting such business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

A quorum will be required for the transaction of business at the annual meeting, and shall consist of at least twenty-five (25) members in good standing. However, for the election or removal of Directors or Officers or for a revision to the bylaws, a quorum shall consist of at least fifty (50) members. If a required quorum is not present at the annual meeting, business shall be rescheduled during the next sixty (60) days for which notification has been provided to all voting members, at which time a quorum will not be required.

2.5 Monthly Meeting of Members

Meetings of the membership shall be scheduled monthly for the purposes of conducting business that requires membership action and to inform the membership of Board of Directors' actions and concerns.

2.6 Special Meetings

The President, the Board, or not less than one-tenth of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.7 Place of Meetings

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.8 Notice of Annual Meeting

2.8.1 Time and Place

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, not less than 10 or more than 50 days before the meeting, written notice stating the place, date and time of the meeting.

2.8.2 Notice in a Tangible Medium; Effectiveness of Notice

Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or wire or wireless equipment that transmits a facsimile of the notice. Transmission of the Notice in the Swedish Cultural Center monthly newsletter, whether by printed mailing or electronic transmission, shall be considered sufficient notice.

2.8.2.1 Notice by Mail

Notice given by mail is effective when deposited in the United States mail, first-class postage prepaid, properly addressed to the member at the member's address as it appears in the corporation's records.

2.8.2.2 Notice by Facsimile

Notice given by facsimile equipment that transmits a facsimile of the notice is effective when dispatched to the member's address, telephone number or other number appearing on the records of the corporation.

2.8.2.3 Notice by Air and Ground Courier

Notice given by air courier is effective when dispatched, if prepaid and properly addressed to the member at the member's address as it appears in the corporation's records. Notice by ground courier or other personal delivery is effective when received by the member.

2.8.3 Notice in an Electronic Transmission; Effectiveness of Notice

Notices may be provided in an electronic transmission and be electronically transmitted. Such notices shall be effective with respect to those members who have consented, in the form of a record, to receive electronically transmitted notices and which members have designated in such consent the address, location or system to which such notices may be electronically transmitted. Said members may revoke consent by delivering a revocation to the corporation in the form of a record. Such consent shall be automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

2.8.4 Posting Notice on an Electronic Network; Effectiveness of Notice

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 2.8.4.

2.8.5 Notice of Meeting Called by Members

At any time, upon the written request of not less than one-tenth of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than 10 or more than 35 days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

2.9 Voting at Annual Meeting

Only general members in attendance at the Annual Meeting shall be entitled to vote on matters considered at the meeting.

2.10 Waiver of Notice

Whenever any notice is required to be given to any members under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

2.11 Quorum for Monthly Membership Meeting

At least thirty (30) members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. If there is not a quorum present, a majority of the members so represented may adjourn the meeting from time to time without further notice.

2.12 Manner of Acting

A majority of the votes entitled to be cast by the members represented in person or at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.13 Extraordinary Actions

2.13.1 Notice of Meeting

In the event of (a) the amendment of the articles of incorporation or Bylaws of the corporation, (b) merger or consolidation of the corporation, (c) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the corporation, (d) the distribution of assets of the corporation, (e) the dissolution of the corporation, or (f) revocation of dissolution proceedings, the Board shall adopt a resolution to recommend such action to the members at either an annual or special meeting of the members. The Board shall cause notice of the meeting to be given to the members, which notice shall be in the form of a record, to consider such action in accordance with the provisions of Section 2.12 of these Bylaws.

2.13.2 Voting Rights

The members entitled to vote at such meeting may authorize such action by the Board of Directors by a vote of at least two-thirds of the members present or represented by proxy at the meeting.

2.13.3 Unanimous Written Consent

Notwithstanding the foregoing, the members may approve such actions by unanimous written consent in accordance with the provisions of these Bylaws.

2.13.4 Quorum Requirements for Extraordinary Actions

In the event a meeting of members is called to consider any of the subjects set forth in Section 2.13.1, then the quorum requirements of Section 2.4 shall apply.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by the Board.

3.2 Number

The Board shall consist of not less than eleven (11) nor more than seventeen (17) Directors, the specific number to be set by resolution of the members. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be elected from among the members of the Swedish Cultural Center provided that such individuals must have been general members in good standing for a least the immediately preceding twelve (12) months. Directors may have such other qualifications as the members may prescribe by amendment to these Bylaws.

3.4 Term of Office of Directors

Each Director shall serve a term of three (3) years from the date that Director was elected by the members at the annual meeting. Each Director may serve a maximum of three consecutive three-year terms. Partial years shall not be included for the purposes of calculation of these term limits.

3.5 Mid-Year Appointment of Directors

All mid-year vacancies on the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the incumbent Directors. A Director elected to fill any vacancy shall stand for election by the membership at the next annual meeting.

3.6 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board shall conduct its regular meetings at least once per calendar month. Any Director who fails to attend three (3) consecutive regular board meetings during any twelve-month period shall forthwith resign from the Board of Directors, or alternatively, the President must remove such Director.

3.7 Special Meetings

Special meetings of the Board may be called by or at the written request of the President or any two Directors. The person or persons authorized to call special meetings may fix any place

either within or without the State of Washington as the place for holding any special Board meeting called by them.

3.8 Meetings by Telephone

Members of the Board may participate in a meeting of such Board via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

3.9 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.10 Notice of Special Meetings

3.10.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. The business to be transacted at and the purpose of any special meeting must be specified in the notice of a special meeting.

3.10.2 Personal Communication

Notice may be by personal communication with the Director not less than 10 days before the meeting.

3.10.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation,

and this inability becomes known the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.11 Wavier of Notice

3.11.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need to be specified in the wavier of notice of such meeting.

3.11.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12 Quorum

A majority of the number of Directors currently elected or appointed shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. Additionally, in exceptional circumstances as determined by a majority of Directors, the Board of Directors may consider a motion made in writing, and may submit their vote on the motion by way of electronic transmission (email) to all other Directors.

3.14 Presumption of Assent

In the event that a majority of the Board deems it necessary to take any action before the next regularly scheduled board meeting, the President may request that the board vote on a motion by electronic means, and that electronic vote shall constitute an act of the board.

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.15 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.15, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.16 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.17 Removal

Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the votes cast at a monthly members meeting or the annual meeting at which quorum of a least 50 members is present. Those eligible to vote for removal only include members who are eligible to vote for the election of Directors.

3.18 Vacancies

A vacancy in the position of Director may be filled in accordance with Section 3.5. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.19 Compensation

Directors shall receive no compensation for service as Directors but may receive reimbursement for reasonable expenses incurred on behalf of the corporation.

3.20 Executive and Other Committees of the Board

3.20.1 Standing Committees

There shall be four (4) standing committees of the Board of Directors, consisting of the Executive Committee, the Board Nominating Committee, the Finance Committee, and the Building and Property Committee. The Executive Committee shall consist of the five (5) Officers of the corporation set forth in Article 4.1, and may also include up to two (2) other board members selected at large by the President.

3.20.2 Ad Hoc Committees

The Board of Directors may appoint, from time to time, from its own number or from the membership or both, ad hoc or temporary committees each consisting of no fewer than two (2) persons. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the Board of Directors. Each committee shall be under the general supervision of at least one (1) Director but the supervising Director need not be an active committee member. All committees so appointed shall keep regular minutes of their meetings and shall cause them to be placed in the office of the corporation.

3.21 Executive Director

The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the corporation, if any. The Executive Director may be compensated for his or her services in that capacity in such amount and manner as the Board of Directors, acting through the Executive Committee, shall determine. The Executive Director is an ex officio member of the Board and all committees thereof, but shall not have a vote. The Executive Director may be excluded during discussions concerning his/her performance and compensation.

ARTICLE 4. OFFICERS

4.1 Number of Officers

The Officers of the corporation shall be a President, Immediate Past President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the members at the annual meeting in April. The outgoing President shall become the Immediate Past President for a period of one year. Other Officers and assistant officers may be elected or appointed by the Board, such Officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary cannot be held by the same person.

4.2 Qualifications of Officers

No person may be elected or appointed as an Officer unless he/she has served on the board for at least one full year in the previous five (5) years, except that the position of Treasurer is exempt from this rule.

4.3 Election and Term of Office

The Officers of the corporation shall be elected each year by the members at the annual meeting of members. Unless an Officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting or until his or her successor is elected.

4.4 Resignation

Any Officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.5 Removal

Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the votes cast at a monthly members meeting or the annual meeting at which quorum of at least 50 members is present. Those eligible to vote for removal only include members who are eligible to vote for the election of Directors.

4.6 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.7 President

The President shall preside over meetings of the Board and, subject to the Board's control, shall supervise all of the business of the corporation and execute documents on behalf of the corporation. The President shall also perform such other duties as may be assigned to him or her by the Board from time to time.

4.8 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

4.9 Secretary

The Secretary shall ensure the accurate minutes are kept of meetings of the members of the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

→ 4.10 Treasurer

The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer, if appointed, may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

4.11 Compensation

The Officers shall receive no compensation for their service as Officers but may receive reimbursement for reasonable expenses incurred on behalf of the corporation.

ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

5.1 Duties of Care and Loyalty

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such Officer or Director believes to be in the best interests of the corporation.

5.2 Directors' Duties

- (a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Directors shall serve on Board committees as needed.
- (c) Directors are expected to educate themselves regarding the history, purpose, and activities of the corporation so as to provide valuable service.

ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS

6.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly from the corporation may not vote on matters pertaining to that Director's compensation.


6.2 Conflict of Interest

Directors and Officers shall disclose to the Board any financial interest which the Director or Officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or Officer shall abstain from voting on the transaction.

6.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS



7.1 Contracts

The Board may, by resolution, authorize the President, Vice President, or Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.2 Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.3 Loans or Extensions of Credit to Officers and Directors

No loans shall be made by and no credit shall be extended by the corporation to its Officers or Directors.

7.4 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such Officer or Officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

7.5 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

7.6 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and these Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board; records of the name and address and class, if applicable, of each member and Director, and of the name and address of each Officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any members of three months standing or to a representative of more than five percent of the membership.

7.7 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation and state and year of its incorporation.

7.8 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the 12 months ending December 31.

7.9 Rules of Procedure

The rules of procedure at meetings of the Board shall be generally consistent with Robert's Rules of Order on Parliamentary Procedure (new rev.), so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

7.10 Indemnification of Officers, Directors, Employees and Agents

The corporation shall indemnify its Officers, Directors, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws or the Articles of Incorporation.



Mary Emerson, Secretary

EXHIBIT B

The meeting will be by Zoom.

Open Session

6:00 – Call the meeting to order

6:05 – Approval of minutes from Board meeting on March 2, 2022

Financial Report (Toene Hayes)

Building Report (Anis Rahman)

Adjourn open meeting

Meeting becomes an Executive Session

ED's report (Kristine Leander)

- Discussion of Board candidates
- Discussion of new policy (see next page)
- *Swedes of the year*

Old business

New business

- Vote on new Board policy
Vote on change to gratis membership

Adjourn meeting

Please remember to notify Board President Gary Sund (garysund@ymail.com) or 206 the meeting if you are unable to attend the meeting. In addition, please notify him, if possible, if you want to add any items to this agenda.

If you have questions about any item in the reports sent prior to the meeting, please will be easier to find the information you request if staff have time to research it.

**Statement of Policy of the Swedish Cultural Center Board of Directors
Regarding Employees Serving on the Board**

It is the policy of this Board of Directors of the Swedish Cultural Center that employees who report to the Executive Director of the Swedish Cultural Center shall not be eligible to also serve on the Board of Directors. The purpose of this policy is to prevent awkward and possibly conflicting reporting requirements for the employee-board member.

To achieve that end, this Board shall be proposing forthwith an amendment to the Bylaws of the Swedish Cultural Center so that employees shall be ineligible to concurrently serve on the Board.

Dated this _____ day of April 2022

Swedish Cultural Center

Passed by a vote of:

_____ in favor, _____ opposed

Signed: _____

Gary Sund, President

Executive Director's Report
SC Board Meeting
April 6, 2022

Club Scholarship for UW student

- Our winner, Maya Zigler, has been in touch to find out when she can do the program for the Club members. The UW was pleased with our selection. Unfortunately, Maya's schedule is tight before she leaves for Sweden, but I'm hoping to schedule her for the Members' dinner on May 18.

Events

- **Kvinnor Kan Dinner on March 15, 2022**—This was an amazing event, and I'm proud to say, probably the best event I've put on at the Swedish Club. I had invited Carmen Best to bring guests for the head table. She brought:
 - Debora Juarez (Seattle City Council President)
 - Michelle Merriweather (President and CEO of the Urban League of Metropolitan Seattle)
 - Veronica Galván, (King County Superior Court Judge)
 - Anita Crawford-Willis, (Judge at Seattle Municipal Court)
 - And surprise guest, Interim Seattle Police Chief Adrian Diaz

Carmen's talk was amazing. I asked for and received the highlights of her talk for publication. I've done some minor editing and I sent it back, asking if it was OK to print for our members. On March 31, she was hired for a job at Microsoft so perhaps that's why I haven't heard back from her. I will share it with the members with her approval, or, at least, with you if she doesn't approve of it being printed.

- **Great Finds Sale April 4/2-3.** Our sale was this past weekend. Every vendor was disappointed, except for the Guild who sold used clothing and made about \$1,800. I think that flea markets, rummage sales, etc. may be passé. The Club cleared (not including staff hours or food expenses) \$1,425. I'm going to recommend against doing a Great Finds Sale in the future.
- **ABBA Night 2022**—We have scheduled it for Friday, April 29. We began selling tickets the day after the Kvinnor Kan dinner and have sold 118 at this point. Our cut-off is 600 guests. From this Wednesday on, they will be sold by a ticket agency (not Brown Paper Tickets!)
 - Starting March 16, for three weeks, we've been selling only to regular (blue card) members for \$35 each (by phone or walk-in).

- On April 6, we'll start selling to the public for \$45 each. The main reason for a ticket seller is to get a reliable list. When we sell by PayPal, we are told individually when each sale comes in and we must create the list, which leads to errors.

A relatively "inexpensive" ticket price is part of what makes the event so popular, but we have raised it by \$5 this year.

- **ABBA Night 2020**—We received past-due funding from Brown Paper Tickets for the tickets purchased in 2020. It was around \$5,000.

Facilities

- **Building Committee Report**—The Building Committee has been meeting every two weeks, to make progress on 1) a new HVAC system plus 2) needed electrical upgrades to accommodate it and the electric griddle; 3) new plumbing to replace our corroded pipes. They are finding it difficult to get information from companies due to everyone being super busy.
 - I've asked the Building Committee to expedite the completion of the upstairs kitchen, in hope that renting the kitchen to another caterer might solve our lack of a chef problem. As part of the contract, the caterer could produce our meals. It will mean completing the new electrical system for the kitchen.

Finances & Fundraising

- **Big Donor Dinner**—We have delayed this until Saturday, May 14. I delayed it because I've been unable to pull together the list of donors. It must be correct, and I've been unable to dedicate the time to making sure it's correct. We will send formal invitations to about 56 people who have given at least \$1,000 or have joined as Lifetime Members in the last 2 years. Harpist Beth Kolle

Food & Beverage

- **New chef?** —I've been unable to find a chef willing to work half time to start. I will do another round of free employee recruitment web sites. We got no viable candidates from the paid postings. Zip recruiter told me that on their site they have over 6,000 posts in Seattle alone from companies trying to hire chefs.
- **Food Committee**—The Food Committee has met and are planning to oversee menus and special events involving food, such as holidays, etc. We are limiting it to people with a professional food background and/or a deep knowledge of Nordic culture. So far, it's

Lori Ann Reinhall, Elizabeth Campbell, Judith Dern (a cookbook author living in Seattle) and myself. We are meeting every two weeks.

- **Arista Catering**—I think the food is uneven and I worry that we are losing customers when its not up to our standards. I am moving to serving cold food only (salads and soups) for this coming Friday as a trial, instead of Arista.

Memberships

- The sign for our **Code of Conduct** is at the sign-making company.
- **Gratis Memberships:** We have historically given free memberships to the Honorary Consuls, Swedish museums across the US, individuals who have given talks at our members' dinners and exceptional volunteers who request it. Currently there are two in the latter category. The Membership Committee asks the Board to approval a policy that all gratis memberships should be Social Memberships. Otherwise, we are opening the possibility of voting, running for the Board, getting reduced price on language classes and pancakes (some of the benefits of Regular Memberships) to individuals who have not paid for the privilege of membership. According to our bylaws, they are not "members in good standing" unless they have paid for their membership.

Personnel

- **Pancake Breakfast Coordinator**—I have hired someone to manage the kitchen for the pancake breakfast once a month.

Programs

- **Friday music: Apr 1, Lyle Schaefer; April 8, Kory Tideman: Apr 15, Marina Christopher; Apr 22, Skandia Kapell; Apr 29, ABBA Night.**
- **Saturday & Sunday, April 2 & 3. Great Finds sale** and Guild's used closing sale.
- **Monday, April 4, 2022: Spring quarter language classes.** Through Friday, June 6. (Holiday May 30.)
- **Wednesday, April 13. Back again! Kafferep** at the Swedish Club. Monthly Swedish-style coffee party with homemade goodies from our best baking members. Every second Wednesday. 2 p.m.
- **Thursday, April 14. Skål Ballard** hosts a party to support the Swedish Club!
- **Friday, April 15. Marina Christopher** plays HH

- **Wednesday, April 20. Members Dinner, Annual Meeting and Election of Board members and officers.**
- **Friday, April 29, 2022: ABBA Night.**
- **Friday music: May 6:** Lyle Schaefer; May 13, Kory Tideman; May 20, Martin Stillion and Duo Vecchi Burberi; May 28, Skandia Kapell
- **Saturday, May 14. Donors Dinner at the Club.**
- **Friday, May 20. Happy Hour music by Duo Vecchi Burberi (two grumpy old men)**
- **Thursday, June 9, New Member Reception**
- **Monday, June 20, 2022:** Summer quarter language classes begin. Through Aug 22. (July 4 is holiday.)
- **Monday, Oct. 3, 2022:** Fall quarter language classes. Through Friday, Dec 9. (No classes Nov 24 & 25.)
- **Saturday, Oct. 15, 2022.** Annual Auction with Nelson Jay as auctioneer.

Swedish Club Board Meeting Minutes
April 6, 2022

Board Members Present

Shama Albright
Mary Emerson
Kris Johansson
Martin Johansson
Langdon Miller
Ib Odderson
Larry Omdal
Judith Peterick
Lori Ann Reinhall
Dale Roberts
Molly Smith
Neil Snyder
Gary Sund

Board Members Absent

Staff

Toene Hayes
Kristine Leander
Anis Rahman

President Gary Sund called the meeting to order at 6:07 pm.

Minutes of Previous Meeting

A motion was made, seconded, and passed to approve the minutes of the March 2, 2022, meeting with one exception regarding the Treasurers Report. Transition to the new chart of accounts *was* effective May 31, 2021.

Treasurers Report

Toene Hayes shared her screen with everyone to review her spreadsheets.

- We are not able to do direct prior year comparisons until June 1, 2022, when we are able to get the comparisons.
- We do not expect any foundation donations until December of this year.
- Income in January was for chandelier sales and fundraising events.
- Not sure yet about income from Great Finds.
- Covid continues to restrict income from rentals.
- With start of a new quarter, there will be income from classes as sign-ups begin again.
- The Swedish Finn Historical Association are the only long-term rental at this time.
- Catering pricing is high as we are using Arista in addition to our own staff.
- There will be a \$44,000 expense in April for real estate taxes.
- Received \$5,000 from Brown Paper Tickets for Abba Night deposits during COVID when the event was not held.
- Larry Omdal commented on the Vanguard account. Keep an eye on it with the changing economy and market fluctuations.
- The money that was received from the Foundations in 2021 will allow us to operate all year. The money is sitting in the bank for The Club.

Building Report

Anis Rahman presented the Building Report.

- It has been tough to find maintenance personnel. Anis has been trying but there has not been a good response.
- Electrical – we have received a quote from TFWB Engineers for preparing ROM cost estimate
- HVAC – GB Systems are planning to visit in the next week or two.
- Solar Project – Received two quotes. Puget Sound \$98,000 for 48 Kw and Solgen Power for \$383,000 for 100 Kw
- Plumbing – No update
- New POS system – We will have a test run next week with the users.

Executive Director's Report

Kristine Leander presented the Executive Director's Report.

- Kvinnor Kan Dinner was an amazing and very successful event. Kristine is checking with Carmen Best to see if she will allow her speech to be published in The Swedish Club newsletter.
- The Great Finds Sale was a lot of work and not much money. Many vendors were disappointed with the event. Kristine will recommend against doing another Great Finds Sale going forward.
- ABBA Night is Friday, April 29. We will begin selling tickets to the public tonight at midnight. Tickets are sold through a vendor for \$49.50. The vendor will keep 10%.
- Big Donor Dinner will be Saturday, May 14, 2022.
- Kristine is continuing to work to find a new chef.
- Gratis Membership – We have given out a small number over the years. Discussion of Gratis Membership and if this type of membership means the member is in “good standing” as there is no fee charged. Going forward, the Membership Committee recommends changing a Gratis Membership to a Social Membership. With this membership the person can have beverages at the club and will receive the newsletter. It is renewed annually.
- Vi Reno will work on 2 processes for the future bylaw changes: 1. Requirements for Board Membership; 2. Process to remove a Board Member.
- Swede of the Year – Please keep it a secret, but it's Bob and Connie Blair.

Old Business

None

New Business

- Discussion regarding the approval of a policy that all Gratis Memberships should be Social Memberships. Proposal - In order to codify requirements for Board membership, The Board will be proposing an amendment to the by-laws. **Motion** – Institute the policy where by Gratis Members are not “members in good standing” unless they have paid for their membership. 12 in favor, 1 absent (Lori Ann Reinhall).
- Motion – Make all Gratis Memberships, Social Memberships. 12 in favor, 1 absent (Lori Ann Reinhall).
- Motion to approve policy that employees are ineligible to serve on the Board. See Addendum for wording of motion. Passed 12 in favor, 1 absent.

Meeting Adjourned at 7:49pm

Respectfully Submitted,
Mary Emerson, Secretary

Addendum I

Regarding Employees Serving on the Board

It is the policy of this Board of Directors of the Swedish Cultural Center that employees who report to the Executive Director of the Swedish Cultural Center shall not be eligible to also serve on the Board of Directors. The purpose of this policy is to prevent awkward and possibly conflicting reporting requirements for the employee-board member.

To achieve that end, this Board shall be proposing forthwith an amendment to the Bylaws of the Swedish Cultural Center so that employees shall be ineligible to concurrently serve on the Board.

Dated this _____ day of April 2022

Swedish Cultural Center

Passed by a vote of:

_____ in favor, _____ opposed

Signed: _____

Gary Sund, President

Swedish Club
Board of Directors Nomination Form

Anna Faino

17208 Greenwood Pl N
Shoreline, WA 98133
720252-8496

aviorsseanmail com

Dear Ms. Leander,

Please find my answers to the nomination form questions below.

- 1.
- 2.
- 3.

I have been a member of the Swedish Club since 2015.

I currently am not a volunteer at the Club.

I am a first-generation Swedish American, and speak both English and Swedish. I am also on the board of the Swedish School of Seattle, which has Sunday school lessons at the Swedish Club. My vision for the Swedish Club is both operational and strategic. I think it can be a strength for both the Swedish Club and the Swedish School of Seattle to have a stronger connection with each other, with encouraged involvement between the two. The Swedish Club is such a unique asset of Seattle, and provides a connection with Swedish customs, traditions and food that can be nearly impossible to achieve in other parts of both the state and the country. As such, I think an important strategic focus of the Club will be to continue to strengthen the connection that members and the public can have with the Swedish Club, and to provide a club environment where people can connect to their Swedish ancestry, learn about Swedish customs, traditions and the Swedish language (the Swedish language classes are excellent at the Club). The Swedish Club also has a unique opportunity to expand into additional buildings where there can perhaps be senior living apartments with a Nordic living focus, a potential school and daycare, and a cafe and coffee bar with potentially more regular hours.

I think i can be most impactful with respect to event and program planning, though would be

happy to help in whichever capacity is best for the Board and the Swedish Club.

I am on the Board of the Swedish School of Seattle.

Apart from the Swedish School of Seattle, I do not currently volunteer with any other

organizations.

I am currently working as a biostatistician and supervisor at the Seattle Children's Research

Institute.

Best regards,

Anna

EXHIBIT C

Process of electing officers to the Swedish Club Board

The election is held in April, at the Annual Meeting, which coincides with the Members' dinner. (April 20)

Prior to that, here are the steps:

The February issue of the Swedish Club newsletter announces that the election will be held in April at the Annual Meeting (April 20) and that nominations can be received up until the March Members dinner (March 16).

The Nominating Committee interviews any potential candidates that have been nominated and/or expressed an interest in running.

March 16, at the Members' dinner, nominations are formally made from the floor. Then, nominations are closed.

April 20, the election is held at the Members' dinner and Annual Meeting.

There is another process, which is less formal and can take place at any time during the year.

If a candidate expresses an interest at a time other than the period of the few months prior to the April Annual Meeting, the Nominating Committee interviews the candidate and if determined to be a good candidate, the Nominating Committee presents the candidate to the Board. The Board elects the Board member. At the next Annual Meeting, the new Board member is elected by the members. Until that time, they are still a real Board member, even though they have not yet been elected by the members.

*Board Members are elected for 3 years
Officers are elected for 1 year terms*

Swedish Club

Nominating Committee Charter

Purpose

The purpose of the Nominating Committee is to recruit applicants, recommend nominees, and supervise the election of committed board members for the Swedish Club.

Membership

A currently serving director shall be the chair of the Nominating Committee. Up to four (4) additional members, for a maximum of five (5), shall be appointed annually by the board. Members must be current general members of the Swedish Club, as defined by the Bylaws.

Authority

The Nominating Committee is authorized by the board to determine which board applications are forwarded to the full board as candidates. The full board votes on which candidates are to be submitted to the membership as official board nominees for election.

Responsibilities

Annually or periodically the board assesses its needs for directors: how many, skills, experience, connections, etc. The Nominating Committee (Committee) uses the results of the assessment to determine criteria for being a director in the coming year: e.g., skills, experience, connections, diversity, “soft” skills such as potential for leadership, ability to participate as a team member.

- The Committee works with the Executive Director to publish in the newsletter periodic calls for applicants for director positions and desired qualifications.
- The chair of the Nominating Committee, or a designated representative, may periodically address the membership to ask for applicants.
- The Committee prepares a “board of directors application form” to be sent to and submitted by applicants. The form should reflect the desired characteristics of future directors and may be revised periodically as needs change.
- The Committee chair is the primary contact point for applicants, generally by email.
- The Committee chair shall:
 - provide the application form to potential board nominees
 - provide “expectations of board members” document
 - provide current copy of the Swedish Club bylaws
 - inform potential applicants of any deadline for submitting applications
 - receive and log applications
 - provide timely acknowledgement of receipt to applicants
 - inform applicants of the timeline for review of applications
 - forward applications to all Committee members prior to meeting to review/assess applications
- The Committee reviews all applications received prior to the application deadline. Review may include, but is not limited to, background research on the applicant, input from the Executive Director, online searches, etc.

- The Committee uses the board's criteria to review applications and to prepare interview questions.
- Interviews may take place at any time during the year but tend to be concentrated in the first few months of the year in order to propose nominees to the full board prior to elections at the Annual Meeting in April.
- Through review of application materials and interviews, the Committee determines which applicants to forward to the full board as potential board candidates.
- The Committee chair provides the board with relevant information about each applicant and a recommendation from the Committee as to whether the applicant should be sent to the membership as a nominee.
- The Committee oversees the election of board members and officers which shall be conducted at the annual meeting of the members:
- The Committee may work with the Executive Director to publish information about board nominees in the newsletter preceding the annual meeting or in a special mailing in advance of the annual meeting.
- General members, as defined by the Swedish Club bylaws shall receive a printed ballot at the annual meeting for the purpose of electing directors and officers.
- The ballot shall list all director and officer nominees and require a separate vote for each. Directors and officers shall be voted for separately on the ballot.
- The Committee chair or a designated representative of the Committee shall preside over the election. If the Committee chair themselves is on the ballot, then another member of the Committee or a designated representative shall preside over the election.
- Two staff members and one member of the Committee who is not a current director shall count the ballots.
- The results of the vote shall be announced at the annual meeting and the ballots shall be kept in the Swedish Club's human resources files until the date of the next election.
- Special Circumstances:
 - Applications received after the nomination deadline may be included in the review and interview process at the discretion of the Committee chair
 - Mid-year applications/nominations are subject to the same process as those scheduled for vote at the Annual Meeting in April
 - There shall be no nominations from the floor at any members meetings
 - Swedish Club employees are not eligible to serve as directors
 - Swedish Club contractors and vendors are not eligible to serve as directors
 - The Committee will report its activities to the board at least on a quarterly basis.

Meetings

The committee will meet at least biannually and more often as needed. A majority of the committee members shall constitute a quorum. The committee chair may invite any director, officer, staff member, expert or other advisor who isn't a member of the committee to attend, but these individuals have no voting power.

The committee will review its charter at least biennially and recommend any proposed changes to the board for review.

This charter was written by Sharon Lucas (Nominating Committee member) and Martin Johansson (Nominating Committee chair) and approved by the board on January 4, 2023. This charter was last updated on December 4, 2022.

Draft addendum outlining the process for conducting the election of board directors and officers at the annual meeting of the members. (June 2, 2023)

EXHIBIT E

Swedish Club Board Meeting Minutes January 4, 2023

Board Members Present

Shama Albright
Anna Faino
Kris Johansson
Martin Johansson
Langdon Miller
Neil Snyder
Gary Sund

Board Members Absent

Mary Emerson
Ib Odderson
Judith Peterick

Staff

Sarah Alaimo
Toene Hayes
Kristine Leander
Anis Rahman

Guests

Sharon Lucas
Lorelei Stevens

President Shama Albright called the meeting to order at 6:01 pm.

Guest Comments: Lorelei Stevens stated that she is open to acting as Board Treasurer when the opportunity comes up again.

Minutes of Previous Meeting

A motion was made, seconded, and passed to approve the minutes of the December 7, 2023, Board meeting.

Treasurers Report Highlights

Toene Hayes presented the financial report.

- The 2023 budget has not been completed yet as she is waiting for additional figures regarding the HVAC system and the hiring plans of the Board.
- \$30,000 has been donated in December to put toward the updating of the HVAC system.
- The 2022 tax return has been submitted.
- The accounts to date are now accurate due to the new accounting system implementation.

Building Report

Anis Rahman presented the building report.

- Anis presented a bid from Osborn Architects Incorporated, PS, as the Building Condition Survey consultant.
- A motion was made, seconded, and approved to accept the bid of \$15,420 from Osborn Architects.

Executive Directors Report

Kristine Leander presented the ED's report.

- 80 people donated to the Swedish Club in December.
- The Christmas events at the Club were well attended.
- The New Year's Eve party had 146 guests. This is below the 200 guests desired. None the less, a good time was had by all.
- The parking lot graffiti was discussed regarding if we should leave it or have it removed. The Board members will monitor it for another month and vote at the next meeting on how to address the graffiti.
- Friday lunches are starting this week along with the Viking Film series.

The meeting was adjourned at 6:30 pm.

Respectfully submitted by Molly Olson, Vice President

Minutes transcribed by Mary Emerson, Secretary

Fw: Important News About the Swedish Club**EXHIBIT F****Christine Lea** <christineandco1@aol.com>

Wed, Feb 21 at 6:53 AM

To: Elizabeth Campbell <neighborhoodwarrior@gmail.com>

Did you see this?

----- Forwarded Message -----

From: Chris Sisco <thesiscockid1@gmail.com>**To:** Kiki Hendren <kikih@earthlink.net>; Christine Lea  <christineandco1@aol.com>**Sent:** Tuesday, February 20, 2024 at 11:21:42 AM PST**Subject:** Fwd: Important News About the Swedish Club

iPhonin' it in...

Begin forwarded message:

From: Wendy Clark <wendylundin@gmail.com>**Date:** February 20, 2024 at 11:13:08 AM PST**To:** thesiscockid1@gmail.com**Subject:** Fwd: Important News About the Swedish Club

----- Forwarded message -----

From: **Swedish Member** <saveourswedishclub@yahoo.com>**Date:** Sat, Feb 17, 2024 at 9:46 PM**Subject:** Important News About the Swedish Club**To:** Wendy Lundin Clark <wendylundin@gmail.com>

Dear Members and friends,

With deep concern, we are writing to you regarding the Swedish Club and its governance.

Concerns about the Swedish Club have mounted since last spring. At this point, with the annual Meeting and the election of new Board Members and officers coming in April, we are most concerned that the **Club leadership has failed to adhere to the traditional spirit of the Swedish Club which historically has placed Club Members and Swedish and Nordic culture and traditions at the center of all fiscal and governance decisions.** This is our overarching concern.

Specific concerns include:

- Club leadership has failed to adhere to Club bylaws and state laws affecting non-profit organizations.
- Scandinavian music and dance groups, which have practiced at the Club for decades, felt unwelcome with new rules for damage deposits, insurance, snack restrictions, etc. so most found other practice spaces.
- The lead Swedish language instructor, who led the Club to its very successful “100-students-a-quarter” program, resigned over a dispute with the ED.
- The former Executive Director and some members have been treated exceptionally rudely.
- Financial reports have been inadequate and not regularly provided to the Membership.
- Swedish Club traditional events such as the Kvinnor Kan dinner, annual lutefisk dinner, julebord, the Swedish Christmas tree, etc. were eliminated or so changed that they no longer embody Swedish traditions.
- Rental events now take precedence over Member events.
- Declining attendance at the Club’s Swedish Pancake Breakfasts, compared with previous years, is worrisome.

- Members feel unsafe and unwelcome to participate in meetings with time restraints to speak, rigid agendas, and having witnessed the intimidating restraint of a Club Member and a staff member telling a Member to "Shut up!" at a Members' meeting.

We contend that the current leadership no longer places members at the core of their decision-making and communications. **This goes against the spirit of the Swedish Club.** Therefore, we ask for your support by attending the three upcoming Members' meetings starting on Wednesday, February 21, and your vote at the third on April 21, 2023.

The bylaws in effect at the Swedish Club are silent on the nomination process for Board members and officers. At the Members' meeting on Feb. 21, we intend to nominate new leaders for the President and Vice-President positions and maybe others. We hope you will be there in the audience to cheer these nominations. (You do not need to have dinner to attend the meeting.)

Please help in the following ways:

1. Make sure your regular (Blue Card) membership is active. Social Memberships (Yellow Card) are not voting members. If you must renew to vote, please do it immediately on the Website or mail in your renewal. The Club needs you as a voting member.
2. Attend the Membership meetings on Wednesday, Feb. 21, Wednesday, March 20, and vote at the Annual Meeting elections on Wednesday, April 17.

The Swedish Club is too important to the community to lose. No one person can save it. All of you are needed to ensure that we return to our vibrant, inclusive community for generations to come. Your support and active participation are vital.

Sincerely yours,

Judy Cooper, Lifetime Member and former Board Secretary

Carol Graves, VP of the Swedish Club Guild

Chris Jones, former Board Member

Eileen Little, former Board Member and long-time pancake volunteer

Mary McCann, Lifetime Member and former Board Secretary

Megan Penhoet, Founder Director Nordic Scholars Leadership Institute
and Swedish Ministry of Foreign Trade Global Swede Awardee

Monica Schilling, long-time Swedish Club member; born in Sweden

Eckhart Schipull, Lifetime Member and Swede of the Year

Don Wahlquist, Lifetime Member and former Board President and
Treasurer

Todd & Valerie Yerkes, Lifetime Members

P.S. If you want a copy of the bylaws, just write back and request it. This
is what we want you to remember: Active membership + attendance at
meetings = reclaiming our Club!



Fwd: Elections

1 message

Julie Pheasant-Albright <jdpheasant@gmail.com>

Wed, Mar 6, 2024 at 7:05 PM

To: "Elizabeth Campbell, MPA" <neighborhoodwarrior@gmail.com>

----- Forwarded message -----

From: **Julie Pheasant-Albright** <jdpheasant@gmail.com>

Date: Wed, Mar 6, 2024, 5:03 PM

Subject: Elections

To: <garysund@ymail.com>, <kim@swedishfinnhistoricalsociety.org>, <lorelei.stevens@gmail.com>, <neilsnyder@outlook.com>, <mkj011779@mdn.com>, <peterickj122@msm.com>, <maryemerson115@gmail.com>, <ibodderson@hotmail.com>, <langdonmiller@gmail.com>

Per the bylaws of the Swedish Club, we abide by Roberts Rules of Order. And to that end we have always taken nominations from the floor.

And now it appears, that the board has changed the bylaws without any input whatsoever from the members. What kind of Star Chamber is going on there? What secret cabal is deciding who is going to be on the board?

I was very dismayed to find that Charles Willi was put forward as a candidate by the nominating committee. Not only has he never, as far as I know done one single volunteer activity but his only claim to fame is throwing the previous executive director out of a members meeting, and trying to threaten and intimidate lifetime members. By the Swedish Club's own admission, and their own statement on bullying, he should not be promoted, rather he should be sanctioned. He does not mention what two other organizations he served on their boards. As far as I can tell, his only qualification is as Molly's boyfriend and in-house heavy.

There were very qualified and dedicated long-term members who applied to be elected to the board, nominated from the floor.

Our bylaws, like all bylaws of nonprofits, are not strongly worded suggestions. The Attorney General's office of Washington State oversees non-profits. Changing them in secret committee meetings is unethical to say the least.

Sharon Lucas making them up on the spot does not make them authentic.

I am not the only person who feels very strongly about this.

Respectfully,

Julie Pheasant -Albright

Swedish Club Nominations 2024**EXHIBIT H**

The Swedish Club <info@swedishclubnw.org>

Tue, Mar 19 at 12:22 PM

Reply-To: The Swedish Club <info@swedishclubnw.org>

To: Elizabeth Campbell <neighborhoodwarrior@gmail.com>

If you're having trouble viewing this email, you can [see it online](#).



Dear Members:

We are writing in advance of our next member dinner on March 20, 2024, primarily to address concerns that certain members have expressed regarding the process for electing Swedish Club directors at our annual meeting on April 17, 2024.

As a nonprofit corporation under Washington law, the Swedish Club is governed by its Board of Directors. Specifically, the Washington Nonprofit Corporation Act provides:

All corporate powers shall be exercised by or under the authority of the board of directors, and the activities and affairs of the corporation shall be managed by or under the direction, and subject to the oversight, of the board of directors, subject only to any powers expressly reserved to the

corporation's membership or other persons in the articles or bylaws.

RCW 2403A.490(2). The Swedish Club Bylaws are consistent with this vesting of authority in the Board. Bylaws § 3.1 ("The affairs of the corporation shall be managed by the Board.").

The Swedish Club Bylaws also require the Board to establish a Board Nominating Committee (the "Nominating Committee"). Bylaws § 3.20.1. Pursuant to the Board's statutory authority, and as required by the Bylaws, the Swedish Club Board established the Nominating Committee through the Swedish Club Nominating Committee Charter. The Nominating Committee Charter makes it clear that the Nominating Committee is comprised of one Board member and up to four additional members of the Swedish Club, and the purpose of the Nominating Committee is "to determine which board applications are forwarded to the full board as candidates."

The Nominating Committee establishes a deadline to receive applications for Board members, and the Nominating Committee then reviews and analyzes those applications to recommend a list of candidates for the Board to present to members at the Swedish Club's annual election. After that, the Nominating Committee Charter provides that the "full board votes on which candidates are to be submitted to the membership as official board nominees for election."

Consistent with the Swedish Club Bylaws and Nominating Committee Charter, the Nominating Committee has received applications from members, analyzed those applications, and determined which applications to forward to the full Board as candidates for the April 17

election. The Board has then selected the candidates to be submitted to the membership. The Board will announce the Board-approved list of candidates at the March 20 member dinner.

We understand that certain members have requested nominations from the floor of individuals as candidates for the director election on April 17. However, if those individuals were not among those put forward by members to the Nominating Committee prior to the deadline and in accordance with the Swedish Club Nominating Committee Charter, those proposed candidates have not been selected by the Nomination Committee or interviewed as all other candidates were. As a result, those individuals were not put forward and approved by the Board, and they are not eligible for the April 17 election. Any nominations for directors from the floor of any member dinner, whether during a previous member dinner or at the March 20 member dinner, will not be accepted.

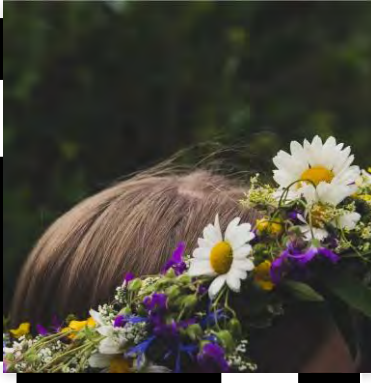
We encourage members to attend the March 20 member dinner and the April 17 annual meeting, and exercise your right to select the Swedish Club directors who exercise the statutory authority to govern and oversee the affairs of the Swedish Club.

If you have any questions, we will do our best to answer them, including at the March 20 member dinner.

(206) 283-1090 | www.swedishclubnw.org | 1920 Dexter Ave
N Seattle, WA 98109

This email was sent to neighborhoodwarrior@gmail.com.
[Click here to unsubscribe.](#)

POST- ELECTION HOPE AND CONCERNS



Members now have hope after the election at the Annual Meeting held April 17, 2024, and still have concerns. We will try to keep you posted.

The election was another step by the many, many members who joined together to return the Swedish Club to a member-centered community devoted to Swedish and Nordic culture.

Over 150 voting members attended the

¹ Save Our Swedish Club. Website Page Accessed April 25, 2024
<https://saveourswedishclub.org/new-hope-%26-concerns>

Meeting drawn by the hope for change.

They were not disappointed.

- Langdon Miller was elected President.
- Molly Olson, who had been the Vice President for nearly two years, was not able to persuade members to reelect her to the Board of Directors, even with her service on the Nominating Committee and nobody running against her.
- The Board's "vetted" and "recommended" new nominee for the Board of Directors, Charles Willi, was similarly defeated.
- Four new Directors were elected to the Board.

Because Ms. Olson and Mr. Willi were both defeated for their slated positions, the Board will need to fill those vacancies soon by appointing new candidates. Fortunately, two long-time members, architect Brian Runberg and retired international banker Eckhard Schipull, have been waiting patiently on the

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Nominating Committee for months to complete their interviews and take action. Now, with a substantially new Board of Directors and leadership, the Nominating Committee should be able to finish their work soon.

Members now have hope that the bylaws will be amended to make clear that the nominating and election process will be fair with multiple pathways to the Board of Directors and Officer positions, including nominating from the floor, write-in ballots, as well as candidates recommended by an impartial Nominating Committee.

Members now have hope that they will having meaningful opportunity to voice concerns and have their questions answered.

Members now have hope that they will receive complete financial information regardless of whether the news is good or bad.

Members now have hope that the Club will welcome back the many choirs and dance groups that chose to leave in the past year.

Musicians playing Nordic music at Club events

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now have hope that they will get paid.

Members now have hope.

Thank you volunteers! Thank you members who voted you conscience! Thank you for speaking up, speaking out, and listening to you fellow members!



Copies of emails we have sent are here for your convenience.

Our first email:^[2]

Important News About the Swedish Club

TO: Swedish Member Sat, Feb 17

Dear Members and friends,

With deep concern, we are writing to you regarding the Swedish Club and its governance.

Concerns about the Swedish Club have mounted since last

² See also Exhibit copy of original email sent out by Save Our Swedish Club on February 17, 2024
<https://saveourswedishclub.org/new-hope-%26-concerns>

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spring. At this point, with the annual Meeting and the election of new Board Members and officers coming in April, we are most concerned that the Club leadership has failed to adhere to the traditional spirit of the Swedish Club which historically has placed Club Members and Swedish and Nordic culture and traditions at the center of all fiscal and governance decisions. This is our overarching concern.

Specific concerns include:

- Club leadership has failed to adhere to Club bylaws and state laws affecting non-profit organizations.

- Scandinavian music and dance groups, which have practiced at the Club for decades, felt unwelcome with new rules for damage deposits, insurance, snack restrictions, etc. so most found other practice spaces.

- The lead Swedish language instructor, who led the Club to its very successful “100-students-a-quarter” program, resigned over a dispute with the ED.

- The former Executive Director and some members have been treated exceptionally rudely.

- Financial reports have been inadequate and not regularly provided to the Membership.

- Swedish Club traditional events such as the Kvinnor Kan dinner, annual lutefisk dinner, julebord, the Swedish Christmas tree, etc. were eliminated or so changed that they no longer embody Swedish traditions.

- Rental events now take precedence over Member events.

- Declining attendance at the Club’s Swedish Pancake Breakfasts, compared with previous years, is worrisome.

- Members feel unsafe and unwelcome to participate in meetings with time restraints to speak, rigid

1 agendas, and having witnessed the intimidating restraint
2 of a Club Member [Kris Johansson] and a staff member
3 [Joel Cambern] telling a Member [Julie Pheasant-
4 Albright] to "Shut up!" at a Members' meeting.
5 We contend that the current leadership no longer places
6 members at the core of their decision-making and
7 communications. This goes against the spirit of the Swedish
8 Club. Therefore, we ask for your support by attending the
9 three upcoming Members' meetings starting on Wednesday,
10 February 21, and your vote at the third on April 21, 2023.
11 The bylaws in effect at the Swedish Club are silent on the
12 nomination process for Board members and officers. At
13 the Members' meeting on Feb. 21, we intend to nominate
14 new leaders for the President and Vice-President positions
15 and maybe others. We hope you will be there in the
16 audience to cheer these nominations. (You do not need to
17 have dinner to attend the meeting.)

18 Please help in the following ways:

19 1. Make sure your regular (Blue Card)
20 membership is active. Social Memberships (Yellow Card)
21 are not voting members. If you must renew to vote,
22 please do it immediately on the Website or mail in your
23 renewal. The Club needs you as a voting member.

24 2. Attend the Membership meetings on
25 Wednesday, Feb. 21, Wednesday, March 20, and vote
at the Annual Meeting elections on Wednesday, April
17.

The Swedish Club is too important to the community to
lose. No one person can save it. All of you are needed to
ensure that we return to our vibrant, inclusive community
for generations to come. Your support and active
participation are vital.

Sincerely yours,

1 *[The letter is endorsed by a list of twelve members. Six are*
2 *Lifetime Members. Five are former Board members, and three*
3 *of those are former officers on the Board including one former*
4 *President. One is a long-time member who was born and*
5 *raised in Sweden. One spent many years as a Pancake*
6 *Breakfast volunteer. One is a former Swede of the Year at the*
7 *Swedish Club. Others on the list have additional significant*
8 *experience within the Swedish Club or within the Scandinavian*
9 *academic community at an international level.]*

10 P.S. If you want a copy of the bylaws, just write back and
11 request it. This is what we want you to remember: Active
12 membership + attendance at meetings = reclaiming our
13 Club!

14 OUR SECOND EMAIL:

15 Important Swedish Club Election News

16 At the Members Meeting on February 21 several members
17 were nominated for board positions from the
18 floor: Langdon Miller for President, Kris Johansson for Vice
19 President, Brian Runberg, and Eckhard Schipull for Board
20 director positions. Effective board leadership is crucial for
21 the future of the Swedish Club.

22 Historically, the Swedish Club has placed Club Members,
23 together with Swedish and Nordic culture and traditions, at
24 the center of all fiscal and governance decisions. This has
25 been the traditional spirit of the Club.

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For more information about how you can positively participate in restoring that spirit go to [https:// saveourswedishclub.org](https://saveourswedishclub.org).

What can you do right away?

1. Make sure your regular (Blue Card) membership is active. Social Memberships (Yellow Card) are not voting members. If you must renew to vote, please do it immediately on the Website or mail in your renewal. The Club needs you as a voting member.

2. Attend the Membership meeting on Wednesday, March 20, and vote at the Annual Meeting elections on Wednesday, April 17.

The Swedish Club is too important to the community to lose. No one person can save it. All of you are needed to ensure that we return to our vibrant, inclusive community for generations to come. Your support and active participation are vital.

Sincerely yours,

Volunteers for Save our Swedish Club

P.S. The Swedish Club is a membership organization, and its future depends on ALL of us!



O U R T H I R D E M A I L :

Subject: Important News About

Nominations and Elections for the Annual Meeting

To: Swedish Members March 16, 2024

Dear Concerned Members of the Swedish Club,

We have additional updates about the February 21 Members' meeting and a look forward.

At the February Members' meeting, members nominated several candidates from the floor for Board of Directors and Officer positions. Langdon Miller was nominated for President, Kris Johansson for VP; and Eckhard Schipull and Brian Runberg for the Board of Directors.

Board leadership immediately intervened and announced that nominations from the floor are no longer allowed by the Board. We don't see any basis for such restrictions in the Club's governing documents. State law says we must have bylaws. Our bylaws say that (blue card) members hold the rights to elect Directors and all of the Officers.

Our voting rights are rendered hollow and illusive if our personal choices of qualified candidates are limited and dictated by the Board or Nominating Committee. Simply put, being confined to a slate of candidates the Board dictates thwarts our rights to determine who leads the Club! The *bylaws do not forbid «nominations from the floor»*. And if they did, that would abridge our right to vote.

For a fair election, candidates nominated from the floor

1 **must** appear on the ballot at the annual election on April
2 17 along with any slate the Board dictates. Follow your
3 conscience and nominate your preferred candidates from
4 the floor during the March and April meetings. This is
5 consistent with your rights under state law and the Club’s
6 bylaws. And it is also consistent with “*Nordic values*” that
7 our Executive Director declared at the February Members’
8 meeting that we would follow. Nordic values include
9 democratic and transparent policies; participants who are
10 well informed; inclusive decision- making processes;
11 valuing and hearing all voices; and clear, factual
12 communication. Voting privacy is inherent in Nordic
13 values. Voting members should be provided with printed
14 ballots at the election on April 17 to guard each member’s
15 right to privacy.

16 We appreciate your thoughtfulness and cooperation as we
17 strive to uphold these democratic practices. Like you, we
18 seek to ensure inclusivity and transparency in all of our
19 Club’s proceedings. Your participation and engagement are
20 invaluable to the success of our community.

21 Here is our call to action:

- 22 1) Come to the Wednesday, March 20 Members
23 Meeting – you do not need to purchase dinner to attend.
- 24 2) Act now to make sure that your voting membership
25 is current – and will be current at the Annual Meeting in
 April.
- 3) Attend and vote at the Annual Members Meeting
 April 17, 2024.
- 4) Check the “Save Our Swedish Club” website for
 updates, including information on the voting and election
 topics for the Annual Members Meeting in April. The
 website address is <https://SaveOurSwedishClub.org>.

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Thank you for your active participation in upholding Nordic community values and the traditional spirit of the Swedish Club which has always valued Nordic culture and the whole membership first and foremost!

Warmest regards,

Your friends and co-members in this Nordic community
P.S. You can't vote your conscience unless you are allowed to vote for your personal choice!

Tack! Takk! Tak! Kiitos! Takk Fyrir!!

OUR FOURTH EMAIL

Subject: Urgent Swedish Club election update

April 10, 2024

Dear Swedish Club member,

Three Board members resigned their offices and their positions on the Board very recently: President Shama Albright, Treasurer Neil Snyder, and Nominating Committee Chair Martin Johansson.

The election of officers and several Board positions will be held during the **Annual Meeting on Wednesday, April 17, 2024 at 7:30 PM**. The dinner has been cancelled but the meeting is still on. Please check your blue membership card **now** to make sure you have it and it is up to date so you can vote. Contact the Swedish Club *immediately* if you cannot find your card or it is expired. We urge you to arrive by **7:00 PM** because there might be a long line.

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The Board’s position on the upcoming elections: More than a year ago, back on January 4, **2023** the Board approved a Nominating Committee “**Charter**” for itself that included new protocols for nominating people for the Board of Directors but not for nominating officers. The restrictive new rules put an end to nominations from the floor for Directors by prohibiting them. The rules required all members who wanted to be considered as nominees for the Board to be interviewed and approved by the Nominating Committee and then accepted by the Board itself before being allowed to run for Board positions. In other words, only Board-approved candidates would be allowed to run for Board positions.

The members were never told of the prohibition until *ar4ci* nominations were made from the floor at the February 21, **2024** meeting. **Brian Runberg** and **Eckhard Schipull** had been nominated from the floor for Board positions at that meeting. **Brian** had submitted his application two weeks before, and **Eckhard** submitted his application right afterwards. Both have had their applications stalled in the Nominating Committee, and the Committee has postponed their interviews until after the election. At the Members’ meeting on March 20, the Board’s attorney agreed with a questioner that the Nominating Committee Charter did not say that *officer* nominations from the floor were prohibited. Then, like was done on February 21, 2024, **Landon Miller** was again nominated from the floor for President and **Kris Johansson** was again nominated from the floor for Vice President, just to be sure.

When publishing the names of candidates in the newsletter after the March 20 Members’ meeting, the floor nomination of Kris Johansson for Vice President was ignored. So were the February 21 floor nominations of

1 Brian Runberg and Eckhard Schipull.

2 **Another view of the upcoming elections:** Some members
3 contend that because the members were not told for over
4 a year of the “new” Nominating Committee “Charter” rules
5 until *after* nominations were made from the floor, and
6 deadlines were never announced in the newsletter, it is
7 appropriate to use the custom and tradition that have long
8 been in place. Further, since the “Charter” does not
9 prohibit floor nominations for *officers* then Kris Johansson’s
10 VP nominations from the floor should stand and his name
11 should appear on the ballot along with the Board’s own
12 nominee so that members have a clear choice.

13 Write-in Voting: The newsletter has not told the
14 membership whether the Board will allow members to
15 write in their own choices for officers or Board positions.
16 The “Charter” does not forbid it.

17 It is important for all people to be able to vote their
18 conscience. We are not telling you for whom to vote.
19 We’re simply trying to promote a fair process and a fair
20 election for the sake of the Swedish Club and all of its
21 members.

22 Robert’s Rules of Order and write-ins: Robert’s Rules
23 clearly describes the right to personal choice with write-in
24 voting. This is consistently stated throughout Robert’s
25 Rules, including Robert’s Rules sections 45:18; 45:25; and
46:2 as well as many other sections. Robert’s Rules allow
write-in votes. Democracy favors it. Nordic culture expects
it. General social custom demands it. We should expect no
less.

Members do have a choice to make. We encourage you to
go to the Annual meeting and make *your* choice. Thank
you for attending and voting conscientiously at the Annual
Meeting on April 17, 2024 at 7:30 PM. Let’s lift up the
Swedish Club, lift up Nordic culture, and lift up one

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another!

See the addendum below for a brief introduction to Kris Johansson whose information was not included in the April newsletter for Vice President.

Tack! Takk! Tak! Kiitos! Takk Fyrir! Thank you! Warmest regards,

Your “Save Our Swedish Club” volunteers

P.S. Check [https:// www.saveourswedishclub.org](https://www.saveourswedishclub.org) for further election information: You’ll find the Board’s Nominating Committee “Charter” is finally available for all to read. And look for your blue membership card **now** to make sure it is up to date for the election and bring it along to the April 17 Annual Meeting starting at 7:30 PM!

ADDENDUM

Kris Johansson is running for VP having been nominated from the floor. He is a lifetime member since 2007 and a regular member before that. Kris has been on the Board since November 2019. Kris has well over forty years of direct experience in Nordic cultural music – singing and playing instruments like the violin – in Seattle and beyond. His bachelor’s degree is in international business, and he has worked at Boeing since 1994. He understands the value of restoring, enhancing, and celebrating Nordic culture, and hopes to see the various Nordic choirs and dance groups who recently left the Club come back.

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ELECTION RESULTS APRIL 17, 2024 ANNUAL MEETING



Nominations from the floor were not allowed and write-in votes were neither allowed nor counted.

Vote totals:

148 ballots were turned in. 75 votes were needed to elect someone. Many people wrote in names, especially for Kris Johansson for Vice President, but none of those votes were allowed (counted) or announced.

Officers

Langdon Miller, President – 136

Anna Faino, Vice President – 84

Mary Emmerson, Secretary – 127

Ib Odderson, Treasurer – 100

Directors:

Pat Dolan – 130

Kim Jacobs – 127

Malin Jonsson – 130

Mark Olsen – 108

Molly Olson – 64 (*defeated*)

Ib Odderson – 95

Charles Willi – 68 (*defeated*)

N O M I N A T I N G C O M M I T T E E C H A R T E R P D F V I E W E R

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