

BYLAWS OF THE KNAPHUS FAMILY ORGANIZATION

ARTICLE I – ORGANIZATIONAL STATUS

Section 1 – Name. The name of the organization is the Knaphus Family Organization (KFO).

Section 2 – Nonprofit Status. The KFO is organized as a nonprofit organization.

ARTICLE 2 – PURPOSES

All objectives and goals of the Organization fit into the three main purposes of the KFO:

Section 1 – Family History Focus. Build upon Torleif S. Knaphus’ genealogical accomplishments, and perpetuate the Knaphus family history efforts. Encourage family members to develop an interest in and educate themselves about our Norwegian heritage and appreciate our living Knaphus relatives.

Section 2 – Artwork and Legacy Focus. Help the Knaphus family descendants and others appreciate the artwork and life legacy of Torleif S. Knaphus and his family.

Section 3 – Family Unity Focus. Gain appreciation for, and develop friendship and love for our extended Knaphus family members thus achieving family unity.

ARTICLE 3 – MEMBERSHIP

Section 1 – Qualifying for Membership. Membership in the KFO is bestowed upon all persons who are members of the family, through either birth or adoption, as descendants of Torleif Severin Knaphus and by marriage to those who are descendants.

Section 2 – Voting. Voting members shall include those family members that are in attendance at any family meeting called by the Chairman or Board of Directors. Proxy voting is not permitted.

Section 3 – Dues/Fees. There will be no set dues or fees for the organization. However, family members are encouraged to contribute to the KFO fund to carry out the purposes, objectives and goals of the organization.

ARTICLE 4 – REUNIONS & MEETINGS OF THE MEMBERSHIP

Section 1 – Reunions. Family reunions shall be held every two years during the even years.

Section 2 – Meetings. Regular meetings of the full membership will be held at least every two years at the family reunions, at which time the family members will ratify the Board of Directors' direction and suggest new courses.

Section 3 – Other Meetings. Special meetings of the full membership may be called as needed by the Chairman or the Board of Directors between regular meetings.

Section 4 – Notice of Meetings. Notice of each meeting of the full membership shall be given *at least thirty days* prior to the scheduled meeting to those who maintain their names, current addresses, and email addresses on the list of the Organization's Secretary.

Section 5 – Quorum and Voting.

- a) Those in attendance at such meetings shall constitute a quorum for purposes of conducting the business of the organization.
- b) Actions and/or approvals at the meetings of the general membership require a majority vote.

ARTICLE 5 – BOARD OF DIRECTORS

Section 1 – Number. The volunteer Board of Directors consists of seven (7) members including the four (4) Officers (Chairman, Vice Chairman, Secretary and Treasurer) plus the next Family Reunion Chair and two (2) at-large board members.

Section 2 – Term. Members of the Board of Directors are asked to serve for a minimum of *two (2) years and may serve up to three (3) consecutive 2-year terms in the same position*. If Board Members decide to resign at an upcoming biannual meeting, they must give the Board *six (6) months notice* so appropriate nominations can occur (see Section 3).

Section 3 – Elections and Vacancies.

- a) *The first ratification of the initial Board Members, by the general KFO membership, shall occur immediately upon adoption of these Bylaws.*
- b) *If any Board Member gives notice at the required six (6) months prior to the biannual business meeting, an election will occur for the replacement of that Board Member.*
- c) *When a vacancy on the Board exists due to a death or justified and unexpected resignation, the Board shall be responsible for filling the vacancy. The Board of Directors' decision will be then ratified at the next business meeting of the full membership, allowing the called Board Member to serve for at least the minimum two-year period.*
- d) *The elections or ratification of Board Members shall only be held during the biannual business meeting at the Torleif S. Knaphus reunion.*

Section 4 – Nominations.

- a) *A Nominating Committee, assigned by the KFO Chairman, shall be appointed prior to each needed election. This shall be done at least ninety (90) days before each election.*
- b) *Printed ballots will be distributed at the beginning of the reunion then collected and counted prior to the business meeting at that reunion.*
- c) *Newly elected Board Members shall take office immediately upon the election.*

Section 5 – Frequency of Meetings. The Board of Directors shall meet 3-4 times a year, or as needed, to carry out the purposes and objectives of the Organization, plan activities and authorize Officers to utilize the KFO funds not previously approved.

Section 6 – Notice of Meetings. The Chairman may convene an official Board meeting *with two weeks notice* to each Board member of the time and place of the meeting. An effort will be made to accommodate all members. Telephone conferencing may be utilized for such meetings.

Section 7 – Quorum and Voting.

- a) *At least four Board members present at the meeting shall constitute a quorum.*
- b) Actions and/or approvals at the meetings of the Board of Directors require a majority vote.
- c) If the voting is tied, *the Chairman shall determine the results.*
- d) *Meetings will be conducted by Robert’s Rules of Order either formally (motion, second, discussion, amendment, vote) or informally (discussion, motion, second, vote), but the officer in charge shall insure that the two forms of conduct are not commingled.*

Section 8 – Action Without a Meeting. Any action requiring a vote by the Board of Directors may be taken without a meeting if *all members of the Board of Directors consent via email or by telephone to the adoption of the action.*

Section 9 – Board Power and Responsibilities. The Board is responsible for realizing the objectives and goals of the KFO and for organizing the meetings of the membership and other events used to promote family unity. The Board has the authority to direct the affairs of the KFO and have general supervision of the Organization. The Board shall keep records of all business transactions.

Section 10 – Duties of Individuals. The duties of the KFO Board Members shall be:

Chairman –

- Preside at all meetings of the family Organization.
- Act as the principal executive officer of the Organization.
- Exercise general supervision over the Board of Directors and the Organization, as necessary, for the purpose of carrying on the work of the KFO pursuant to the Articles of Incorporation and Bylaws.
- Submit a report to the family Organization of all official acts of the Board, together with any other pertinent information and recommendations. This could be done as a “Letter from the KFO Chairman” in the biannual newsletter.
- Develop any on-going or temporary committees, as required, to carry out the purposes and objectives of the KFO.
- Assist the KFO’s Specialists with their particular assignments
- May serve as an ex-officio member on any committee or assign another Board Member to do so.

Vice Chairman –

- Assist and counsel the Chairman in all matters of the KFO including the planning of meetings, activities, and helping with the overall direction of the Organization.
- Act in behalf of the Chairman in his absence.
- Take on specific responsibilities as assigned by the Chairman.

Secretary –

- Keep accurate minutes of all the meetings of the Organization including the business meetings and the Board of Directors' meetings.
- Keep a complete register of the Torleif Knaphus family member descendants with their current home addresses, phone numbers, and email addresses.
- Perform such other secretarial duties as the Chairman or the Board of Directors shall direct.

Treasurer –

- Receive and keep an accurate record of all contributions and other monies received by and in behalf of the family Organization.
- Acknowledge contributions to the KFO with a receipt or written "thank you" note.
- Deposit all monies received in the name of the Organization into the KFO checking account.
- Only the Chairman OR the Treasurer may sign KFO checks for items, which are under the general direction of the Board of Directors' prior approval.
- As directed by the Board of Directors, make a complete report of the financial status of the KFO for the biannual meeting and a brief summary for each Board of Directors' meeting.

Family Reunion Chair –

- Arrange for the upcoming biannual Torleif S. Knaphus Family reunion including entertainment, decorations, arrangements for food, a time for the KFO meeting, and any other activities deemed appropriate.
- Advertise the function at least 6 months in advance thus giving families time to adequately plan for the reunion.
- Utilize the Board of Directors as a "sounding board" for the planning of the reunion.
- Serve as a Board of Director for the Organization for two years beginning at the family reunion when the family reunion Chair is announced until the reunion for which the Chair is responsible.

At-Large Representative (2) –

- Represent the membership of the KFO and assure that the purposes and objectives of the Organization are carried out.
- Meet with the Board of Directors 3-4 times a year and at other times, as needed, by telephone or email, to decide on the direction of the Organization.
- Assist the Board of Directors and the KFO as needed.

ARTICLE 6 – SPECIALISTS

The Board of Directors may call family Specialists, for an undetermined period of time, to help accomplish the objectives of the Organization.

Section 1 – Duties of the Specialists. The duties of the KFO Specialists shall be:

Family History Specialist –

- Supervise and direct the accurate documentation and preservation of the Knaphus ancestral records into the Personal Ancestral File (PAF).
- Coordinate the Knaphus genealogical research for the Organization.
- Assure complete temple ordinance work for the ancestors, and have the interested family descendents assist in the process.
- Gather and document the current Knaphus descendent information for our living family members and for our progenitors.

KFO Newsletter Editor –

- Develop an electronic ***KFO Newsletter*** twice a year (spring and fall), that can also be printed and mailed through a subscription order.
- Gather and edit family news, family spotlight, articles, histories and photographs of the Knaphus family and any other worthwhile information.
- Encourage content contributions and participation by the descendants of Torleif Knaphus' siblings.

KFO Webmaster –

- Assure a valid connection and enough Web space for the family Web Page at www.knaphusfamily.org
- Develop the Web site with contributed photos, histories, and news items, which would be of interest to the extended family and promotes the attainment of the purposes and objectives of the KFO and satisfies the Board of Directors.
- Encourage content contributions and participation by the descendants of Torleif Knaphus' siblings.

KFO Historian –

- Gather, catalogue, and make available the existing family histories, pertinent articles, and common historical family photographs.
- Encourage the writing and submission, to the KFO, any family and personal histories, biographies, and information pertaining to the Knaphus ancestors and living descendents.

Section 2 – Help for the Specialists. The specialists may call others to help them in fulfilling their assignments. Their group would become a “Standing Committee” (see Article 7, Section 1) and the Specialist would be the Chair of the committee.

Section 3 – Attendance at Board Meetings. Specialists are encouraged to attend all Board of Directors' meetings and may participate in all topics on the agenda. However, they may not vote if they do not hold a position on the Board.

ARTICLE 7 – COMMITTEES

Section 1 – Standing Committees. Standing committees are perpetual because they help fulfill the long-term purposes of the Organization. Based upon the Specialists listed in Article 6, Section 1, Standing Committees could include the KFO Newsletter Committee, the KFO Web Page Committee, the Family History Committee and the KFO Historical Committee.

Section 2 – Special Committees. Special Committees have a short-term duration to help fulfill certain objectives and goals of the KFO and are created by the Chairman of the Board of Directors. These committees might include a KFO Family Reunion Chair Nomination Committee, a Board of Directors’ Nomination Committee, a committee to look at selling Torleif’s artwork, or other short-term projects.

ARTICLE 8 – FINANCES

Section 1 – Negotiable Instruments. All checks of the Corporation shall be made out from checks of the KFO funds and shall be *signed by either the Chairman or the Treasurer of the Corporation. (and restrictions?)*

Section 2 – Deposit of Funds. The Treasurer will deposit all monies or funds made out to the KFO to the Organization’s account at any branch of *Zion’s Bank*.

Section 3 – Books and Records. Any member may inspect all books and records kept by any officer, for any purpose. Any and all property or records belonging to the Organization held by a Board Member shall be turned over to the successor in office or to such other person as may be authorized by the Board of Directors.

Section 4 – Budget. *The Board of Directors will establish an annual budget to project spending for the next year and adjust the budget the following year based upon spending needs.*

ARTICLE 9 – DISSOLUTION

The Corporation may dissolve and finish up its affairs in any manner specified by the Utah Nonprofit Corporation guidelines, as it may be amended from time to time. In the case of dissolution, an appropriate announcement of said dissolution shall be made to all members and posted on the Organization’s web site.

ARTICLE 10 – REVIEW AND AMENDMENTS OF THE BYLAWS

Section 1 – Review of Bylaws. *The Board of Directors will review the Bylaws annually to see if they need to be changed or amended.*

Section 2 – Amending the Bylaws. The Board will recommend the changes then the general membership will vote on those changes at the biannual meeting. If approved, changes will be made to the Bylaws.

Initial approval by the Board of Directors: _____(Date)

Initial approval by the General Membership: _____(Date)