

**BYLAWS
FOR
THE DANISH SOLDIERS CLUB OF NORTHERN CALIFORNIA**

ARTICLE I

Name

The name of this Corporation is the Danish Soldiers Club of Northern California (the “Club”)

ARTICLE II

Principal Offices

The principal office (“Principal Office”) for the transaction of the activities and affairs of the Club is located at Kastania Park, Kastania Road, Petaluma. The mailing address of the Club is Post Office Box 41, Petaluma, California 94953-0041. The Board of Directors is hereby granted full power to establish such other offices within the State of California as they may determine, or as the Club may require from time to time.

ARTICLE III

Purpose

The purposes of this Club are as stated in its articles of incorporation to regulate the business of the Danish Soldiers Club of Northern California, a nonprofit mutual benefit corporation, herein after referred to as Club.

ARTICLE IV

Membership

Section 4.1: Membership in the Club shall entitle each Member (“Member”) to equal property, voting and other rights and privileges, and to be equally liable for dues as hereinafter provided.

Any person interested in preserving the Danish heritage may apply for membership in the Club as a Member upon declaration of support of the objectives and purposes as outlined in the Club’s bylaws and the recommendation and sponsorship of any two Club Members. The admission of each applicant shall be voted upon by the membership present at any regular meeting and with the approval of 2/3 of the membership present and voting shall be granted membership. Membership shall be on a calendar year basis. All membership dues or other payments, including any assessments shall be due and payable on January 1st of each year.

Section 4.2: Number of Members. There shall be no limits upon numbers who may be accepted into the Club.

Section 4.3: Voting. Each Member shall have one equal vote and no member may vote by proxy. Except otherwise provided by these bylaws, voting shall be by the show of hands and a majority of those voting shall be sufficient to adopt any motion. The Robert's Rule of Order shall apply.

Section 4.4: Withdrawal from membership. A Member wishing to withdraw or cancel his or her membership may do so in writing to the Board of Directors, and said resignation, or withdrawal shall be accepted upon payment of any dues then outstanding.

Section 4.5: Forfeiture of Membership. The members by a majority vote at any regular held Meeting may suspend or forfeit the membership of any Member for willful violation of any of the Club rules, regulations or Bylaws of the Club, or the conduct on the part of such Member being inconsistent with the purpose for which the organization Club is formed or inconsistent with codes of conduct and etiquettes including flagrant violations of "Robert's Rule of Order.

Section 4.6: Death of a Member. Death of a member shall terminate his or her membership for all purposes except for the spouse of a deceased member. A surviving spouse or partner may continue as a Member and to pay dues in accordance with Article VI Section 6.1.

Section 4.7: Property Rights upon Termination of Membership. Any property right acquired by virtue of membership in this club shall cease at the death of a Member or termination of his or hers membership for any cause whatever and such rights shall vest absolutely in the Club.

ARTICLE V

Meetings

Section 5.1: Time and Place of Membership Meetings. Regular Membership Meetings ("Membership Meeting") shall be held at 12:30 PM on the first Saturday of each month, or at such time or times as may be fixed by the Board of Directors.

The Membership Meetings shall be held at Kastania Park, Petaluma, California, or at such other place or places as may be fixed by the Board of Directors, provided however, that in the absence of notice to the contrary, all meetings shall be held at Kastania Park.

Section 5.2: Directors Meeting. A meeting of the Board of Directors ("Directors Meeting") shall be held preceding each Membership Meeting at a place designated for each Meeting and at such other time or times, and place or places, as may be fixed by the Board of Directors.

Section 5.3: Notice of Membership Meetings. Notice of all Membership Meetings is herewith dispensed with, unless the Membership Meeting is to be held at a place and time other than described in Article V, Section 5.1, in which event the Secretary shall mail notice, or note such in the Club's monthly bulletin at least five days prior to the date fixed for the meeting.

Section 5.4: Notice of Special Meetings. Notice of Special Membership Meeting and Directors Meeting shall be mailed by the Secretary at least five days prior to the date fixed for the meeting, or may be included in the Club's monthly bulletin.

Section 5.5: Quorum of members. Ten or more Members shall constitute a quorum for transaction of business at any Membership or Special meetings.

Section 5.6: Quorum of Directors. Five or more Directors shall constitute a quorum for the transaction of business at any Directors Meeting.

ARTICLE VI

Dues and Assessments

Section 6.1: The dues of each member shall be as set by the Board of Directors and approved by the Members at the Annual Membership meeting. Dues for each Member shall become due and payable on January 1st. of each year and shall become delinquent on the first membership Meeting in April of each year. Any Member failing to pay such dues on, or before the Membership meeting in April shall be deemed delinquent and his, or her Membership shall automatically be canceled upon mailing of a third general notice with the Club's monthly bulletin. The cancelation of a Membership shall not relieve the Member for his or her obligation to pay any dues or assessments outstanding at the time of cancelation. Any Member who has permitted his or hers Membership to be canceled shall not be eligible for reinstatement of Membership in the Club unless such member files a written request for reinstatement, accompanying the request with the payment in full of any outstanding debt to the Club plus one year's dues in advance.

Section 6.2: Assessments. Assessments may be levied only for repairs and or maintenance of Kastania properties or other facilities owned by the Club. Such assessments will be levied equally upon all Members of the Club, but may be rejected by any Member without effect upon his or hers Membership.

ARTICLE VII

Officers and Directors

Section 7.1: Nomination and Election. Nomination of three Directors will take place at the regular September and October Membership Meetings of the Club. All elections shall be by secret ballot at the October Membership Meeting.

Section 7.2: Directors. The Board of Directors of the Club shall consist of nine (9) Members elected as set forth in Article VII Section 7.1. Subject to the limitations of the Article of Incorporation, of the Bylaws and of statue, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by the Board of Directors.

Section 7.3: Officers. The Officers of the Club shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The officers shall be elected by the Directors from the nine Directors on the Board at the first regular Board Meeting after the election of the new Board Members. In the event that a vacancy on the board should occur during the year, the President with the advice and consent of the Directors shall have the authority to appoint a new Director for such vacancy to serve the remaining term of the vacancy.

Directors shall serve a maximum of three (3) terms for a total of nine (9) years, and then must sit out one (1) year before being eligible to be a candidate for election to the Board.

Section 7.4: President. The president shall be of Danish lineage or ancestry. The President shall be elected for a one (1) year term at a time

Section 7.5: First Vice President. In the absence of the President, or in the event of his disability the First Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to the limitations upon, the President. The First Vice President shall also have such powers and duties as from time to time be prescribed by the President, the Board and the Bylaws.

Section 7.6: Second Vice President. In the absence of the President and First Vice President or in the event of the disability of both, the Second Vice president shall perform the duties of the President and when so acting shall have all the powers of and be subject to the limitations upon, the President. The Second Vice President shall also have such powers and duties as from time to time be prescribed by the President, the Board and the Bylaws.

Section 7.7: Secretary. The Secretary shall keep or cause to be kept, a book of minutes at the principal office of the Club or at such other place as the Board of Directors may order, of all Meetings of Directors and the Membership, of the time and place of holding, the names of those present at the Directors Meetings, and the proceeding of each Membership Meeting. The Secretary shall keep or cause to be kept at the Principal office in California copies of the Article of Incorporation and bylaws as amended to date. The Secretary shall carry on all correspondence necessary to the operation of the Club and shall be responsible for notifying the Members and the Directors of the time and place of each Meeting.

Section 7.8: Treasurer. The Treasurer shall keep, or cause to be kept a Membership record containing the names, addresses and membership number of each member, and in any case where a membership has been terminated, such fact shall be recorded in said record with the date on which the membership ceased. This membership record shall be kept in accordance with the provisions of Section 600 of the Civil Code of the State of California. The treasurer shall be responsible for collection of all membership dues and for the disbursement from time to time of such sums as may be duly authorized by the Board or the Membership. He or she shall likewise be responsible for the safekeeping of all funds belonging to the Club.

Section 7.9: Director Missing Meetings. A Director who misses any three (3) Board Meetings, unless the other Board members excuse such absence, shall be considered to have voluntarily

resigned his or her office, and a replacement shall be appointed as set forth in Article VII Section 7.3 for the remainder of the term of the Director replaced.

Section 7.10: Committees. The President shall designate and appoint, and the Board of Directors shall ratify by a majority of vote all committees and the Chairperson. Such Committees shall have and exercise the authority of the Board of Directors in management of the Club, if and when so authorized by the Board of Directors.

- a) Terms in Office. Each Member of a Committee shall continue as such until his or hers successor is appointed or such Committee is terminated, or until such member is removed from such Committee or such member ceases to qualify as a Member.

ARTICLE VIII

Revenues and Expenditures

Section 8.1: Funds. There shall be two funds in the Club. A General Fund (the "Fund") and a Building and Maintenance Fund (the "Building Fund").

Section 8.2: The General Fund. All Membership dues collected, profits from activities of the Club and donations of a general nature for the promotion of the Club's objectives shall be deposited in this Fund. The Board of Directors may utilize this Fund on a revolving Fund in the financing of social activities, assuming that revenues will be generated to cover such expenses. The Fund will also be utilized to cover normal operating expenses.

Section 8.3: The Building and Maintenance Fund. This Fund is generated by donations from the Members and non-members for the purpose of maintaining, improving and adding to the Club's real property at Kastania Park and such other real property which the Club may acquire. The Board of Directors will operate this Building Fund on projects of real property nature within the funds limits on hand. Unusually large projects involving financing by outside institutions or individuals will require advance approval by a vote of 2/3 of the Membership present and voting at two consecutive regular monthly meetings.

- a) Receipt of Donations. All Building Fund donations will be acknowledged in the monthly bulletin and contributions of more than \$100.00 will be acknowledged, in addition, by individual letter.

Section 8.4: Maintaining Accounts. The treasurer will maintain two separate bank accounts as directed by the Board of Directors. The funds, as far as possible shall be kept in interest bearing banking facilities.

Section 8.5: Limitations of Expenditures. Expenditures of all Club funds must have advance approval of the Board of Directors. The President and the Treasurer are authorized to expend funds in reasonable amounts on behalf of the Membership from the Fund.

ARTICLE IX

Books and Records.

Section 9.1: The Club must keep all minute books, membership books and records of the Club at the registered Principal Office and shall make such records open for inspection by any Member at any reasonable time.

Section 9.2: Audit. An annual audit of funds shall be conducted and published. The audit shall be done by three (3) members at large, at least one of whom must not be on the Board of Directors.

ARTICLE X

Amendments.

Section 10: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors and approved by a two-thirds majority of Members present at the Annual or special meeting so designated. Proposed amendments must be submitted to the Secretary to be sent out to Members with regular Board announcements.

ARTICLE XI

Indemnification

Section 11.1: Right of Indemnity. To the fullest permitted by law, the Club shall indemnify its Directors, Employees, and other persons described in Section 523(a) of the California Civil Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceedings," as the term is used in that section, and including an action by or in the right of the Club, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in these bylaws, shall have the same meaning as in Section 528(a) of the California Civil Code.

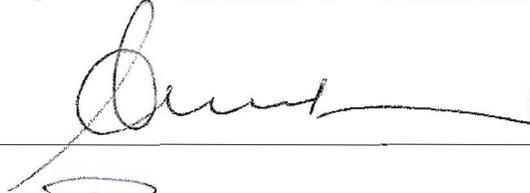
Section 11.2: Approval of Indemnity. On written request of the Board of Directors by any person seeking indemnification under Section 528(a) or Section 528(c) of the California Civil Corporations Code, the Board of directors shall promptly determine under Section 528(e) of the California Civil Corporations Code whether the applicable standard of conduct set forth in Section 528(c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 11.3: Insurance. The Club shall have the right to purchase and maintain insurance to the full extent permitted by law of behalf of its directors, officers, employee, or agent in such capacity or arising out of the director's, officer's, or agent's statues as such.

We the undersigned, being all Directors of the Danish Soldiers Club of Northern California, a non-profit mutual benefit California Corporation, organized, incorporated and existing under the Non-profit Mutual Benefit Corporation laws of the State of California, do hereby certify that the foregoing Bylaws were duly adopted on the 6TH day of OCTOBER, 2012

Signed:

Poul Poulsen, President



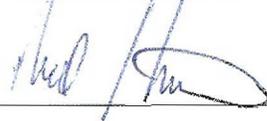
Per Madsen, 1st Vice President



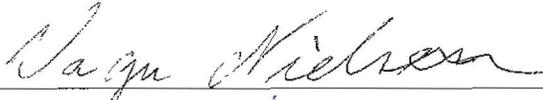
Tage Hansen, 2nd Vice President



Rick Santarini, Secretary



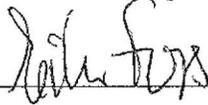
Vagn Nielsen, Treasurer



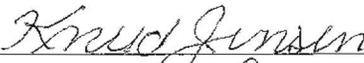
Mogens Bach, Director



Eiler Foss, Director



Knud Jensen, Director



Hans T. Nielsen, Director



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