

# **BYLAWS OF THE HOWARD COUNTY WOODWORKERS GUILD**

**Adopted 6/2/12**

## **Article 1 – Name**

The name of this organization shall be “Howard County Woodworkers Guild”.

## **Article 2 – Purposes**

The purposes of this organization shall be:

To provide a collegial group for members to share a common interest in all manner of woodworking crafts;

To help members increase skills and craftsmanship;

To make it possible to have special workshops, group purchases and discounts and seminars not generally available to the individual;

To expose members to a variety of woodworking techniques and areas of specialization;

To promote woodworking to the general public and preserve the knowledge of woodworking for the community;

To promote safe operations in regard to the use and maintenance of any woodworking equipment;

To manage the workshop located at the Bain Center for use by members and guests; and

To contribute woodworking services to the community through volunteer efforts and community service.

## **Article 3 – Membership**

### **Section 1 – Eligibility for Membership**

Active membership requires that the member’s Annual dues be paid up. In exceptional circumstances, the Executive Board may

reduce or waive the dues of individual active members.

Active membership requires that a member support the purposes of the Guild and refrain from disruptive or unsafe behavior that may interfere with the business of the Guild or endanger any persons or property.

All persons expressing an interest in woodworking are eligible to become members.

## **Section 2 – Membership Fees**

Annual dues shall be recommended by the Treasurer and approved by the Executive Board as part of the annual budget.

Dues shall be made payable to the Howard County Woodworkers Guild.

The Guild's Fiscal Year begins July 1st and ends June 30th. Dues shall be collected when the individual joins the Guild and on July 1st every year thereafter.

Dues shall be collected by the Treasurer or by the Membership chairperson, who delivers them to the Treasurer.

If a new member joins at a time other than July 1, the dues collected will be the sum of \$3.00 dues for each remaining month of the fiscal year.

## **Section 3 – Lapsed Membership**

A member who has not paid his/her annual dues within 30 days after the date required in Section 2 will be dropped from the membership and are then lapsed members.

Lapsed members can be reinstated in the same fiscal year by paying the annual dues in full as required by Section 2 of this Article.

Lapsed members who have not participated in Guild activities for more than one full fiscal year after their last paid dues expired may rejoin in the next fiscal year as a new member, paying the annual or the monthly rate, if applicable, for the remainder of the year.

Lapsed members may attend Guild activities (except shop) as a

guest (without charge) twice during the membership year after their dues expired.

Persons who resign or are dropped from membership are not lapsed members. Their membership fees are not subject to reimbursement. Reinstatement and dues shall be determined by the Executive Board after consideration of the individual circumstances.

## **Article 4 – The Executive Board of Directors**

### **Section 1 – Executive Board Roles**

The voting members of the Executive Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the following standing committee chairpersons: Membership Committee Chairperson, Program Committee Chairperson, Shop Coordinator, and Newsletter Editor. Members of the Executive Board report to the President.

Executive Board members are expected to attend Executive Board meetings, regular Guild meetings and special meetings.

### **Section 2 – Board Duties**

The Executive Board shall handle the business of the Guild.

### **Section 3 – Board Meetings**

Meetings of the Executive Board shall be held as needed, but at least once annually.

### **Section 4 – Board Voting Rights**

The Executive Board may invite members or guests with pertinent expertise to address the Executive Board, but only Executive Board members may vote on Executive Board issues.

The Executive Board may meet in closed session to address problems concerning individuals or issues of a sensitive nature.

### **Section 5 – Board Votes**

The Executive Board shall strive for consensus, but shall, when consensus is not reached, vote on actions and issues.

An individual member may hold more than one position on the

board, but that individual has only one vote. A quorum shall consist of more than half of the voting board members. For example, a quorum is 5 when voting positions are filled by either 7 or 8 different individuals, but the quorum is 4 when either 5 or 6 individuals fill voting positions.

A quorum is required for a vote. A motion passes with a majority of the Executive Board members present. In the case of a tie, the issue shall be tabled until more voting members are present (or contacted) to break the tie. If all of the Executive Board members have voted and a tie exists, the Board may attempt to resolve the issue by discussion and a re-vote. If an impasse occurs, the matter shall be sent to the membership at least 10 days before a meeting at which the membership, including the Executive Board, votes. In that case, the majority of the voting members at the meeting rule.

## **Section 6 – Board Minutes**

Board approved minutes of routine Executive Board meetings shall be available for members to read on request. Executive Board minutes shall be distributed to Executive Board members at the next Executive Board meeting and shall be corrected if indicated and approved before being available to the general membership.

Conclusions or actions taken in closed session shall be recorded in the minutes of the Executive Board and open to Executive Board members only.

## **Article 5 – Elected Officers and General Duties**

### **Section 1 – Officers**

There shall be the following elected officers: President, Vice President, Secretary, and Treasurer.

### **Section 2 – General Duties of Officers**

It is a responsibility of officers to act in the best interest of the Guild, to represent the Guild with dignity, and responsibly carry out the duties of the office in cooperation with other Executive

Board members.

If an elected Executive Board member leaves office for any reason during the term, the President may, with the approval of the Executive Board, either assign the duties of that officer to other Executive Board members (who may assign them to subcommittees), or appoint a replacement with the approval of the majority of the members present at a regular monthly meeting, without prior notice.

In the temporary absence of an officer, the President or a member appointed by the President shall assume the responsibilities of that officer.

Officers shall complete the duties of their office and other duties as assigned by the President.

An officer who does not comply with assigned responsibilities may be relieved of office by a majority vote of the Executive Board.

## **Article 6 – Specific Duties of Officers**

### **Section 1 – President**

The President shall:

Preside at all meetings of the Executive Board, general meetings of the organization and at any special meetings called by the President;

Communicate periodically with other Executive Board members and committee chairpersons to ascertain that the duties of the offices are being fulfilled, to provide a liaison with other committee and Executive Board members, to monitor and reallocate resources when necessary, provide organizational guidance, and participate in all decisions affecting the Guild;

Make interim appointments as needed with the approval of the Executive Board;

Approve all unbudgeted expenditures of any amount.

Unbudgeted expenditures are any expenditures that have not been previously approved as part of the annual budget.

Unbudgeted expenditures do not fall into a category and/or within

the amount budgeted and pre-approved by the Board. The President shall use discretion in submitting unbudgeted expenses to the Executive Board for approval.

Approve all expenditures which exceed \$200, including those approved as part of the annual budget;

Assign budgetary approval responsibilities to committee chairs or other members, so that each line item in the budget approved by the Executive Board is monitored and expenditures approved by the responsible member prior to payment.

Disapprove any expenditure that is not in the best interest of the Guild;

Sign all contracts after approval of the Executive Board;

Serve as an ex-officio member of all committees except for the nominating committee;

Represent the Guild to the Bain Center (except for shop functions), the County and other organizations or entities, or appoint and coordinate with a member who will serve as a point of contact for the Guild, reporting to the President;

Communicate with the Bain Center, the County or other entities that affect the Guild membership or budget and report results of such communication to the Executive Board within 7 days, or sooner as its urgency dictates;

Sign all official Guild correspondence or delegate authority to the appropriate member;

Provide organizational guidance; and

Participate in all decisions that affect the Guild except deliberations concerning the removal of the President from office.

## **Section 2 – Vice President**

The Vice-President shall:

Perform the duties of an absent President;

Serve as point of contact for all subcommittee chairpersons who do not report to other Executive Board members; and

Maintain contact with members and represent the viewpoint of the members to the Executive Board;

Assist the President, as requested, in the performance of the President's duties.

### **Section 3 – Secretary**

The Secretary shall:

Record the minutes of all proceedings of the Executive Board and membership meetings;

Record a list of action items, who is responsible for accomplishing them, and when;

Distribute Executive Board minutes to Executive Board members at the next Executive Board meeting for final approval by Executive Board members;

Make any corrections to minutes as requested by the Executive Board;

Maintain the minutes of Executive Board meetings in a form that is available to members on request, except those from closed sessions which will be available to Executive Board Members only;

Handle the administrative correspondence of the Guild for signature by the President, or by the Secretary at the request of the President; and

Maintain an official file of all guild correspondence including such items as papers of incorporation, records of insurance, etc.

### **Section 4 – Treasurer**

The Treasurer shall:

Have charge of all the funds of the organization;

Draft an annual budget for approval by the Executive Board in June;

Deny payment of any amount to anyone who seeks reimbursement without approval of the member assigned to monitor expenses for the budget category that will be charged

with the Executive Board approved expense.

Deny payment for any amount to anyone who seeks reimbursement without approval of the President, when the President's approval is required (See Section 1 of this Article).

Approve and Pay all expenditures \$200 or less that are: within the budget approved by the Executive Board, and also

approved by a member assigned by the President to monitor expenses for the budget category charged with the expense;

Obtain the President's approval prior to payment for any of the following expenses:

over \$200, and/or

in excess of the budgeted amount, and/or outside the approved budget categories.

Submit to the Board for approval any expense over \$100 that is miscellaneous, unbudgeted or not specifically approved within the budget.

Use discretion in submitting questionable expenses to the Executive Board for approval;

Deposit income into and pay approved expenses from the appropriate Guild account and charge them to the appropriate budgetary item;

Make monthly financial reports to the membership;

Keep records of the reports in a manner available on request by the Executive Board and membership;

Sign all checks;

Maintain records of sources of income and expenses with attached receipts; and

Submit records to a past Treasurer or person(s) appointed by the Executive Board for verification once annually prior to the end of the fiscal year.

## **Article 7 – Standing Committees and Duties**



## **Section 1 – Standing Committee General Duties**

Standing committee chairpersons shall report to the President any activities relevant to the Executive Board as soon as possible.

Standing committee chairpersons shall report any activities and expenditures relevant to the Guild at monthly Guild meetings.

Oversight and prior approval of payment for expenses within the approved budget for activities relevant to their office is the responsibility of the chairpersons or a member assigned by the President.

## **Section 2 – Standing Committees**

The Standing Committee chairpersons shall be appointed by the President with the approval of the Executive Board and shall be those included in Article 4, Section 1

When one member assumes two positions on the Executive Board, that member has only one vote.

When more than one member assumes chairmanship of a standing committee, the President shall appoint one responsible member to represent the committee and vote at Executive Board meetings.

## **Section 3 – Membership**

The Membership Committee Chairperson shall:

Maintain an electronic list of names, addresses and phone numbers of all Active Members;

Develop and maintain the manual provided to new members;

Send e-mail information to membership as directed by the President.

## **Section 4 – Program**

The Program Committee Chairperson shall:

Identify and contact prospective demonstrators, including discussion of the appropriate subject for the demonstration;

Periodically inform the Executive Board about planned demonstrators and programs, including the timely notification of

the newsletter and web site editors so that they can disseminate publicity for upcoming programs;

Assist demonstrators in setting up the meeting room for the demonstration, including setting up required woodworking tools and materials, as well as the appropriate audio and video equipment; and

Introduce the demonstrator at the meeting, and assure that the schedule is met.

### **Section 5 – Shop Coordinator**

The Shop Coordinator shall:

Coordinate shop monitors;

Schedule shop functions;

Coordinate subcommittee chairpersons for shop maintenance and safety; and

Represent the Guild to the Bain Center concerning shop functions.

Approve sales of shop equipment. Before shop equipment is sold, the Board must also approve the sale.

### **Section 6 – Newsletter Editor**

The Newsletter Editor shall publish and distribute, or cause to be published and distributed a monthly newsletter. The newsletter shall be distributed no later than 10 days prior to the next monthly meeting and shall contain at least the following:

Date and agenda for the upcoming membership meeting;

Minutes of the last membership meeting, including a summary of the demonstration or lecture;

Announcements;

Highlights of Executive Board functions that may not have been discussed at the membership meeting;

Contact information for Executive Board and committee chairpersons; and

Public relations announcements.

The Newsletter Editor shall assure that by the 15th of each month, appropriate news contacts such as the Baltimore Sun, Howard County Edition shall receive a Press Release with information regarding the following month's meeting date, HCWG activities and the planned demonstration or lecture.

## **Article 8 – Subcommittees**

Subcommittees shall be appointed with the approval of the Executive Board by the Executive Board member to whom the subcommittee chairperson reports.

Subcommittee chairpersons do not have voting privileges on the Executive Board. An Executive Board member shall represent the subcommittee to the President, the Executive Board and the membership.

The number and type of subcommittees shall vary depending of the current needs of the Guild.

The Special Programs subcommittees shall report to the Vice President. Special Programs include but are not limited to seminars, educational workshops, demonstrations, trips, auctions, picnics and ad hoc committees.

Committee or subcommittee chairpersons may delegate any of their responsibilities to volunteer members if the responsible chairperson informs the Executive Board, maintains close contact with the subcommittee and is responsible for the accomplishment of the duties of the office.

Subcommittee chairpersons shall report to the responsible Executive Board member prior to the monthly Guild meeting, or as needed.

Expenses for subcommittees within the Executive Board approved budget allocation shall be approved by either the subcommittee chairperson or the responsible Executive Board member, as assigned by the President.

## **Article 9 – Elections**

## **Section 1 – Nominations**

A nominating committee consisting of a chairperson and two members shall be appointed by the President and announced at or before the July meeting. Their duty is to nominate the officers for the next administration. The nominating committee acts independent of the Executive Board to nominate officers and assist in finding volunteers for the committees and subcommittees of the Guild.

A report from the nominating committee shall be made at the August meeting.

Voting will occur at the September meeting unless the Executive Board announces a new date, with justification. In the case of a delayed vote, standing Executive Board members will continue in office until new officers are elected.

Nominations from the floor will be in order at the September meeting, or at the meeting in which the election is held if changed as noted above.

## **Section 2 – Electing New Officers**

The nominating committee shall conduct elections of officers in the following manner: The nominating committee shall propose a slate of officers who have agreed to run for office. Other nominations or volunteers shall be requested from the floor. Discussion or comments by nominators, nominees or other members shall be entertained, but not required. A vote shall be called when comments have been exhausted, or when the nominating committee determines that the discussion is no longer producing new information.

Each member shall have one vote, with the exception of the President who casts the deciding vote in the case of ties.

Election shall be by voice vote or the showing of hands. Alternately, the nominating committee may decide among themselves to conduct a secret ballot. Also, if any member demands it, a secret ballot method shall be used.

Elections shall be decided by a majority of members present at

the meeting.

Officers elected in the previous year shall remain in office during the month following elections during which they shall communicate with the newly elected officers, transfer information collected during their tenure and orient new officers to their positions. Newly elected officers shall take office at the meeting following the meeting at which they were elected.

### **Section 3 – Terms of Office**

The President and Vice President shall serve for a term of two years.

The Secretary and Treasurer shall be elected for a term of two calendar years. The election of Secretary and Treasurer will occur in the year following the election of the President and Vice President.

Officers may not run unopposed for more than two successive terms for the same office. There is no limit to the number of times the membership may nominate the same officers. After an individual has been in office for two terms, every effort will be made to ensure that at least one other person is nominated for the office in the succeeding terms.

## **Article 10 – Meetings**

### **Section 1 – Regular Meetings**

There shall be monthly Guild meetings except in emergencies. In the case of cancellations or changes of venue, efforts shall be made to inform the membership as promptly as possible by e-mail.

### **Section 2 – Special Meetings**

Special meetings may be called by the President.

## **Article 11 – Amendments**

Proposals from members to amend the bylaws shall be submitted to the Executive Board in writing and shall contain the current bylaw language, the proposed language change and a justification for the change. Amendments proposed by members

shall be subject to discussion at a regular meeting within two months of the submission, unless withdrawn by the member who submitted them.

Copies of proposed amendments shall be sent to all members at least ten (10) days prior to the meeting at which a vote is taken to change the bylaws.

The bylaws may be amended or revised by an affirmative vote of two-thirds of all the members present at a meeting.

Except in emergencies, voting shall take place at a regular monthly Guild meeting.

During the meeting at which there is a vote on bylaw changes, there shall be discussion of changes and there may be revision of the proposed amendments resulting from discussion. Voting may proceed on proposals amended at a meeting without additional notice to members.

Copies of the revised bylaws shall be available to all members within 31 days after the vote that amends the bylaws.

## **Article 12 – Dissolution**

In the event of dissolution of the Guild, remaining assets after the satisfaction of all obligations of the Guild shall be distributed for purposes within the scope of Internal Revenue Service Code 501(c)(3), or amendments thereof.

