



# **Constitution And By-Laws**

**November 5, 2015**

# Wisconsin Woodworkers Guild Constitution and By-Laws

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The Constitution and By-Laws were adopted June 9, 1982. They were revised in January 1983, July 1984, October 1989, and November, 2015.

## Article I

**Name:** This organization shall be known as the Wisconsin Woodworkers Guild Inc., hereinafter referred to as the Guild.

## Article II

**Objectives:** The objectives of the Guild shall be the enjoyment and furtherance of the art of woodworking for its members through educational activities such as workshops, seminars, lectures, and exhibits.

## Article III

**Membership:** Any person seriously interested in woodworking may become a member as prescribed in the By-Laws. No person shall be denied membership because of age, race, creed, sex, national origin, sexual preference, or knowledge of woodworking.

## Article IV

### Officers, Directors, and Executive Board:

1. Management of the Guild shall be directed by the Executive Board composed of the elected officers, and directors, and the immediate Past-President ex-officio who shall serve as advisor to the Executive Board for one year following his/her term of office. In this document the "Executive Board" will hereafter be referred to as the "Board."
2. Four (4) Officers shall be elected by the membership. They are the President, the Vice-President, the Secretary, and the Treasurer.
3. Two (2) Directors shall be elected by the membership: Program Director, and Membership Director.
4. The term of office shall be one (1) year. No limit of terms in office will be imposed.
5. Vacancies in the Guild offices shall be filled by the President, subject to the approval of the Board. Vacancies of the President's office shall be filled by advancement of the Vice-President, and the election of a new Vice-President by a quorum of membership. The candidates(s) for the new Vice-President shall be selected by the Board and presented to the membership for a vote at the next meeting following the establishment of the vacancy.

## **Article V**

### **Meetings:**

1. Regular meetings of the Guild shall have place, date, and time stipulated by the Board.
2. The Board shall meet as often as necessary to transact the business of the Guild.
3. Special activities of the Guild may be called by the President, the Board, or upon written request of ten (10) members.
4. The January meeting shall be designated as the "Annual Meeting" to conclude all business of the immediate past year. Final reports and annual competition (if desired), annual awards, etc. shall be conducted by the officers and directors leaving office. Newly elected officers and directors shall be installed.

## **Article VI**

**Committees:** Various standing committees shall be established to conduct Guild activities as provided in the By-Laws (Section III). As chairperson vacancies occur, recommendations for chairpersons of the standing committees shall be submitted by the membership to the Board for approval and after approval shall be announced at the next regularly scheduled meeting. At the direction of the Board the committee chairpersons shall attend designated meetings or submit written reports of committee activities prior to Board meetings. The President, with approval of the Board, shall appoint such special committees as the needs of the Guild may require.

## **Article VII**

**Amendments:** An amendment to this Constitution and By-Laws may be proposed in writing by any member to the Board and it must be presented to the membership for discussion at the next regular Guild meeting at which a quorum is present, and passed by a two-thirds vote of the members present.

## **Article VIII**

### **Quorums:**

1. A quorum of the membership at any meeting shall consist of at least twenty-five (25) of the membership present.
2. A quorum of the Board shall consist of a majority of the Board.

## **Article IX**

**Dissolution:** Upon dissolution of the Guild, the Board shall apply and distribute the assets of the Guild pursuant to Wisconsin Statutes Section 181.51. Any disposition of such assets shall be confined to

organizations organized and operated exclusively for educational purposes and shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

## **Article X**

### **Approval of Constitution and By-Laws:**

1. This constitution and by-laws shall be deemed to have been adopted upon their approval by a majority of the members whose dues shall have been paid to date: June 9, 1982.
2. All by-laws shall be binding to the same degree as the provisions of the constitution.

## **By-Laws**

### **Section I**

**Elections:** Elections of Guild officers and directors shall be held annually. The President shall ask for volunteers for the Nominating Committee Chairperson at the July meeting. At the first Board meeting after the July membership meeting the Board shall select the Nominating Committee Chairperson and the President shall get final approval for the appointee and announce the selection at the next general meeting. The chairperson shall then select a committee of at least three (3) Guild members, none of whom will be members of the Board. At a separate meeting, the Nominating Committee will prepare a slate of candidates and obtain an agreement of the nominees to serve if elected. The chairperson shall present the slate at the September meeting of the membership. Additional nominations can then be taken from the floor. If there is a contest for any position, written ballots will be sent to all members of the Guild by the Secretary within ten (10) days after the September meeting. Votes will be tallied at the November meeting and the newly elected officers shall be installed at the annual meeting in January.

### **Section II**

#### **Duties of Officers and Directors:**

1. The President
  - \* shall preside at all meetings of the Guild and the Board;
  - \* shall, with the approval of the Board, appoint chairpersons of all committees not elective;
  - \* shall sign all written contracts or obligations of the Guild;
  - \* shall function as an ex-officio member of all committees except the Nominating Committee;
  - \* shall officially represent the Guild at all meetings of other organizations unless special representatives are appointed or elected, and shall report the proceedings to the membership at the next regular meeting of the Guild;
  - \* shall generally supervise and keep in touch with all Guild activities.

## 2. The Vice-President

- \* shall act as a Guild officer on the Board;
- \* shall perform such duties as the Board may direct;
- \* shall perform the duties of the office of the President during the absence of the President, or during the vacancy of that office.

## 3. The Secretary

- \* shall act as a Guild officer on the Board;
- \* shall keep the records of the minutes of all Guild and Board meetings;
- \* shall conduct correspondence of the Guild;
- \* shall prepare ballots for elections;
- \* shall obtain or renew raffle licenses as directed by the Board;
- \* shall maintain insurance coverage as directed by the Board
- \* shall act as custodian of Guild records.

## 4. The Treasurer

- \* shall act as a Guild officer on the Board;
- \* shall act as custodian of all Guild funds;
- \* shall render bills for dues and acknowledge their receipt;
- \* shall pay bills for the Guild;
- \* shall keep detailed account of all the receipts and disbursements;
- \* shall keep funds in a financial institution approved by the Board; and
- \* shall, at each meeting of the Board, submit a written report on the condition of the Treasury which shall include receipts, expenditures, and bank balances.
- \* shall present a budget for the Guild activities for the coming year.
- \* In the event of the absence of the President and the Vice-President the Treasurer shall preside at regular and Board meetings.

## 5. The Program Director

- \* shall act as Guild Director on the Board;
  - \* shall be responsible for securing and scheduling all in-house programs for the regular Guild meetings, subject to Board approval;
  - \* shall be responsible for setting up the meeting place and for arranging equipment and materials needed for the programs and meetings.
- \* shall take care of all charges and fees incurred for programs, ticket sales for programs with admission costs and the return of all program materials.

## 6. The Membership Director

- \* shall act as a Guild Director on the Board;
- \* shall welcome guests at meetings;
- \* shall act upon and file applications for membership;
- \* shall furnish name tags to guests and members;

- \* shall maintain a complete and current list of membership and issue membership cards;
- \* shall collect payment of dues from new members and renewing member and shall deliver the collected funds to the Treasurer along with an accounting of new and renewing members;
- \* shall prepare the annual Membership Directory.

7. The immediate Past-President ex-officio

- \* shall serve as advisor to the Board, with voting privileges, for one year following his/her term of office;
- \* shall assist the other members of the Board in conducting the Guild's business.

8. All retiring officers and directors shall be responsible for the orientation of their successors to the newly elected positions.

**Section III**

**Committees:**

1. The President shall appoint, with the approval of the Board, chairpersons of the following standing committees:

- \* Publications Committee
- \* Toys Committee
- \* Raffles Committee
- \* Exhibit Committee
- \* Workshop Committee

2. The President may, with approval from the Board, appoint other committees as the need arises.

3. Members of the standing committees shall be appointed by their respective chairpersons.

4. The activities of the Guild committees shall be determined by the Board, and thereafter shall be carried out by the chairpersons and members appointed to the committees.

**Section IV**

**Duties and Functions of Committees:**

1. The Publications Committee

- \* shall be responsible for the monthly publication and distribution of the Newsletter including but not limited to such information as:
  - future meeting dates and program descriptions
  - past program evaluation reports
  - inspirational messages from the President and other officers
  - helpful "tips" and procedures
  - membership projects
  - miscellaneous items of general woodworking interest

- \* shall be responsible for updating and maintaining the Guild website.

Each and every member is expected to contribute such information as requested by the Publications Committee chairperson.

## 2. The Toys Committee

- \* shall coordinate toy-making activities;
- \* shall distribute available toy plans to members as requested;
- \* shall distribute donated materials and materials purchased by the Guild as approved by the Board;
- \* shall arrange for distribution of toys to family shelters and other recipients as designated by the Board.

## 3. The Raffles Committee

- \* shall purchase or obtain donated items to be raffled at monthly meetings. Receipts shall be submitted to the Treasurer for reimbursement and for reporting in accordance with raffle license requirements. Items shall be in keeping with the purpose of the Guild.
- \* shall sell raffle tickets at monthly meetings for the monthly raffle and submit proceeds to the Treasurer.
- \* shall purchase or obtain donated items for the annual raffle as approved by the Board. Receipts shall be submitted to the Treasurer for reimbursement and for reporting in accordance with raffle license requirements. Items shall be in keeping with the purpose of the Guild.
- \* shall sell raffle tickets for the annual raffle and submit proceeds to the Treasurer.

## 4. The Exhibit Committee

- \* shall contact exhibit owner/personnel to secure exhibit space as directed by the Board;
- \* shall solicit items from members for exhibition at designated activities;
- \* shall coordinate transportation of items to exhibits.

## 5. The Workshop Committee

- \* shall arrange workshop activities as directed by the Board;
- \* shall arrange with the workshop leader for any special equipment or accommodations;
- \* shall be responsible for setting up the meeting place and for arranging equipment and materials needed for the workshop.
- \* shall collect any fees set by the Board for workshop attendance and submit the collected fees to the Treasurer.

## **Section V**

### **Membership:**

1. The only membership category is "Active." Active members are those whose dues are paid and they shall have full voting rights in the Guild

2. Any member in arrears after two (2) months shall cease to be a member.

3. Membership of any person may be suspended, when sufficient reasons exist, by action of the Board. The suspended members shall have the right to appeal suspension, in which case the action of the Board shall be upheld or rescinded by a majority vote of the membership as per Section VI.

4. An officer or director of the Board may be removed from office by a majority vote of the membership, providing the officer or director is informed of the proposed action at least one (1) month before the vote is taken. The officer or director must be given the option to resign or state an appeal before the vote is cast. Further suspension from the Guild shall be handled as in Section V (3) above, and Section VI by action of the remaining Board.

5. Termination of membership shall relieve all rights, interest, or title of any member to property and privileges of the Guild.

## **Section VI**

### **Restrictions:**

1. No member shall be permitted to address the Guild for the purpose of promoting his or her business venture at any meeting, demonstration, lecture, or public exhibit.

2. Members will be allowed to display their literature at the speakers table at the membership meeting after receiving approval of the President, Vice-President, Secretary, or Treasurer. Any discount or special sale must be presented to a member of the Board for approval and, if approved, such will be announced by the President at a meeting. This display of literature is not an endorsement by the Guild, the membership, or its officers.

3. No literature will be allowed at a lecture, demonstration, workshop, or exhibit that may be open to the public, without approval of the Board.

4. Personal posters will not be allowed at any lecture, demonstration, workshop, exhibit, or meeting.

5. The sale of wood products produced by any member, or other sale, will be permitted only at a function designated and approved by the Board.

6. Any member violating the above may be dismissed from the Guild by a majority vote of the Board.

7. No funds of the Guild shall be applied to the benefit of, or be distributable to its members, officers, or other private persons.

8. The Board shall be empowered to reimburse members for expenses authorized by the Board.

9. The Board is further authorized to pay reasonable compensation to non-members for services rendered as per Article II.

10. No members of the Board, chairperson, or member of the Guild may spend Guild funds or sign contracts binding on the Guild without prior approval from the Board of all projected expenditures and

plans. A detailed accounting of all arrangements, expenditures, and contracts shall be submitted to the Board in writing at a time specified by the Board.

## **Section VII**

### **Finances:**

1. Dues and fees shall be set by the Board and pro-rated for members joining after June 30 of any year.
2. The fiscal year, set by the Board, shall be January 1 through December 31.
3. As needed, special fees or admissions may be assessed to members by the Board, upon approval of a two-thirds majority of members at a meeting at which a quorum is present.

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