Constitution & Bylaws
Constitution and By-Laws

The Constitution and By-Laws were adopted June 9, 1982. They were revised in January 1983, July 1984, and October 1989. They were printed April 2, 1990 and most recently in March 1992.

Article I

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

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. Four (4) Officers shall be elected by the membership. They are the President, the Vice-President, the Secretary, and the Treasurer.
2. Four (4) special Directors shall be elected by the membership: Program Director, Workshop Director, Exhibit Director, and Newsletter Director.
3. 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 Board for one year following his/her term of office.
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 Executive 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 Executive 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 Executive Board.
2. The Executive 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 Executive Board, or upon written request of ten (10) members.
4. The January meeting shall be designated as "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 offices and directors leaving office. Newly elected offices 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). Recommendations for chairpersons of the standing committees shall be submitted by the President to the Executive Board by the February Executive Board meeting for approval and after approval shall be announced at the next regularly scheduled meeting. At the direction of the Executive Board the committee chairpersons shall attend designated meetings or submit written reports of committee activities prior to Executive 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 Executive 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 Executive Board shall consist of a majority of the Board.

Article IX

Dissolution:
Upon dissolution of the Guild, the Executive 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 as 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 Executive Board meeting after the July membership meeting the Executive 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 Executive 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 October 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 Executive 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; and
   shall generally supervise and keep in touch with all Guild activities.

2. The Vice-President
   shall perform the duties of the office of the President during the absence of the President, or during the vacancy of that office;
   shall act as a Guild officer on the Executive Board; and
   shall perform such duties as the Board may direct.

3. The Secretary
   shall keep the records of the minutes of all Guild and Board meetings;
   shall notify members of special meetings and events;
   shall conduct correspondence of the Guild;
   shall prepare ballots for elections;
   shall act as custodian of Guild records; and
   shall maintain a complete and current list of membership and issue membership cards.

4. The Treasurer
   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 Executive Board; and
   shall, at each meeting of the Executive Board, submit a written report on the condition of the Treasury which shall include receipts, expenditures, and bank balances.
   He/she shall also present a budget for the Guild activities for the coming year.
   In the event of the absence of the Vice-President and the President the Treasurer shall preside at regular and Board meetings.
5. The Program Director
shall be responsible for securing and scheduling all in-house programs for the regular Guild meetings, subject to Board approval;
shall, prior to the first meeting after installation, decide on general categories of programs to be scheduled (visiting speakers, demonstrations, workshops, shows, etc.), select a date to which each is assigned, and well ahead of time, undertake the necessary correspondence to set up and confirm final arrangements;
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 Workshop Director, in cooperation with the Program Director, the Executive Board, and members of the Guild,
shall unite in setting up the workshop at the time and place determined by the Workshop and Program Directors. The Workshop Director shall arrange for a Sergeant-at-Arms, ticket takers, and promotional committee at the door of all public workshops and seminars. The Workshop Director shall be responsible for the revolving fund. The Director shall provide accounting for the fund in writing on a monthly basis and shall be responsible for the maintenance of the Guild supply cabinet and materials therein. The Director is to aid the Program Director in setting up the hall and for arranging props and materials needed for the program and meetings.

7. The Exhibit Director
shall seek locations for exhibits at shopping malls, churches, art festivals and craft shows, and similar facilities. The Exhibit Director shall encourage and facilitate the participation of Guild members in these exhibits. The Director shall appoint a committee in planning any exhibit approved by the Board. All plans of this committee must be presented to the Board in a timely manner for their approval. The proceeds from the sale of a Guild member's wares will be forwarded to the Guild member whose product was sold. The Guild will not profit from such sales. The Exhibits will serve as our public relations activities to foster fellowship, good will, and to promote the art of woodworking.

8. The Newsletter Director 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

Each and every member is expected to contribute such information as requested by the Newsletter Director.

9. The Director-at-Large (immediate Past-President), ex officio, shall assist the other members of the Executive Board in the conduct of the Guild's business.

10. 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, prior to the first meeting after taking office, or as the need arises, chairpersons of the following standing committees:

   A. Membership and Reception Committee
   B. Publicity Committee
   C. Refreshment 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 Executive 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 Membership and Reception Committee shall promote the membership growth of the Guild; shall welcome guests at meetings; shall act upon and file applications for membership; and shall furnish name tags to guests and members.
2. The Publicity Committee shall prepare and distribute such information on Guild activities to various communication media, and shall prepare displays as instructed by the Executive Board.
3. The Refreshment Committee, upon instruction from the Executive Board, shall arrange for refreshments at regular or special Guild meetings, and perform such related duties as shall be necessary.

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. Members who shall be in arrears two (2) months in payment of dues shall be notified by the Secretary and/or Treasurer. 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 Executive Board. The suspended members shall have the right to appeal suspension, in which case the action of the Executive Board shall be upheld or rescinded by a majority vote of the membership as per Section VI.
4. An officer of the Executive Board may be removed from office by a majority vote of the membership, providing the officer is informed of the proposed action at least one (1) month before the vote is taken. The officer 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 Executive 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 designed and approved by the Executive Board.
6. Any member violating the above may be dismissed from the Guild by a majority vote of the Executive Board.
7. No funds of the Guild shall enure 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 Executive 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 Executive Board and pro-rated for members joining after June 30 of any year. The fiscal year, set by the Executive Board, shall be January 1 through December 31.
2. As needed, special fees or admissions may be assessed members by the Executive Board, upon approval of a two-thirds majority of members at a meeting at which a quorum is present.

Section VIII

Chapters:
When the needs of special interest of Guild members arises, such as a group of wood sculptors, whittlers, toy makers, musical instrument makers, etc., the Wisconsin Woodworkers Guild will authorize such special chapters. The chapters to be conducted by a Chapter President, but governed by the Constitution of the Wisconsin Woodworkers Guild. Special By-Laws to be drafted when the need arises.