

# **Bylaws of The Guild of New Hampshire Woodworkers**

## **Article I - Name & Address**

**Section 1:** The name of the association shall be The Guild of New Hampshire Woodworkers (a.k.a. "The Guild of NH Woodworkers", hereby referred to as the "Guild").

**Section 2:** The principal office of the Guild shall be located at the residence address of the current Treasurer.

## **Article II - Purpose**

**Section 1:** The Guild is an association of professionals and amateurs bound by a common interest in woodworking. Through regular meetings, lectures, demonstrations, a video library of those demonstrations, publication(s) and other activities, the Guild strives to bring together the diverse interests of the New Hampshire woodworking community.

**Section 2:** The Guild is dedicated to furthering woodworking through the sharing of knowledge, skills and experience among its members and the general public.

**Section 3:** The Guild is registered as a 501(c)3 nonprofit organization. No officer shall receive compensation for serving in the position, however, honorariums to officers for special meetings, demonstrations or services may be made but must be approved by the Board of Directors (BOD).

## **Article III - Governance**

**Section 1:** The BOD shall be the governing body of the Guild. The BOD shall be comprised of nine (9) to thirteen (13) members of whom at least five (5) members must be unrelated. Each BOD member must be a member of the Guild in good standing. Members shall consist of the currently elected officers and other At-Large members nominated by the President. Nominated At-Large members shall be confirmed by the BOD and will serve open terms at the discretion of the BOD.

**Section 2:** The BOD shall exercise all of the powers, rights, responsibilities and duties of the Guild under the laws of the State of New Hampshire. The BOD shall be responsible for the control and management of the affairs of the Guild including, but not limited to, charge of the property and business of the Guild. The BOD shall set the general guidelines and policies for the Guild. The BOD is also entrusted with the responsibility to assure that the membership is acting in accordance with the purposes of the Guild per Article II of these bylaws and may take unilateral action, if necessary, to protect and preserve that interest.

**Section 3:** The BOD shall meet monthly or as needed to conduct the affairs of the Guild.

**Section 4:** Members of the BOD and others who have made previous arrangements with a member of the BOD shall attend BOD meetings. The President may determine that unforeseen, predicted or known circumstances necessitate a BOD meeting be conducted using an online virtual meeting platform, rather than meeting face-to-face at a physical location. Any seven (7) members of the BOD shall constitute a quorum for the transaction of business. Unless otherwise specified in these bylaws, decisions by the BOD shall require a majority of those present including any votes cast by proxy or via teleconference to be in the affirmative. Under time sensitive circumstances, issues may also be brought forward to the BOD between meetings by the President via email. An email vote shall require a majority of the body as a whole to be in the affirmative. Every effort shall be made to conduct decision making at regular meetings. The Rules of Order for conducting a BOD meeting shall be established by policy and published on the Guild website.

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**Section 5:** The BOD shall ensure that the Guild is in compliance with all federal and New Hampshire state laws.

**Section 6:** The BOD shall annually review and adopt a Pecuniary Benefit Transactions Policy regarding conflicts of interest.

**Section 7:** The Guild fiscal year shall begin on the first day of January of each calendar year and end on the last day of December of the calendar year. The first general meeting following the first of September shall be known as the "Annual Meeting."

**Section 8:** Business Meetings - There shall be a minimum of one general member business meeting per fiscal year organized by the BOD. The President may determine that unforeseen, predicted or known circumstances necessitate a business meeting be conducted using an online virtual meeting platform, rather than meeting face-to-face at a physical location. Non-members are welcome to attend, however, non-members may not participate in any matter requiring a vote.

**Section 9:** Members shall receive notice of all business meetings through the newsletter, email or the website calendar unless otherwise listed in these bylaws.

**Section 10:** For those matters requiring approval of the membership as prescribed in these bylaws, approval shall be by majority vote in the affirmative of those present at any Guild business meeting plus those votes cast by proxy. If the business meeting is being conducted using an online virtual platform, members logged in to the meeting shall be considered "present" and eligible to vote. Notice shall be given in the newsletter and/or via email at least 15 days prior to said meeting. If a member is unable to attend a meeting, that member can vote by proxy by delivering a written proxy to a member of the BOD or any other member of the Guild who will be present at the meeting. A written proxy shall clearly identify the names of both the member who is delivering the proxy and the member who holds the proxy, and shall include a clear statement of the scope of the proxy. A member who holds a proxy for another member shall provide the Secretary with a copy of the proxy prior to the start of the meeting to which the proxy applies.

**Section 11:** Changes in membership dues shall be submitted for approval by the membership.

## **Article IV - Officers**

**Section 1:** The officers of this Guild shall be: 1) President, 2) Vice President, 3) Secretary and 4) Treasurer. These officers shall serve on the BOD and have the authority to perform the duties prescribed by these bylaws. A single individual cannot run for or serve in more than one (1) position at a time.

**Section 2:** The officers of the Guild shall be elected for a term of one (1) year by the membership at the Annual Meeting. The term of office expires with the election of new officers at the next Annual Meeting. At the conclusion of an officer's term of office, all files related to Guild business shall be returned to the current or incoming President.

**Section 3:** The BOD shall present a slate of officer nominees at the Annual Meeting. Also, a call for officer nominations shall be made in the newsletter and/or via email at least 15 days prior to the Annual Meeting. Any member may present himself/herself for nomination by contacting the President prior to the Annual Meeting or present himself/herself from the floor at the Annual Meeting. Elections shall be by majority vote in the affirmative of those present plus those voting by proxy.

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**Section 4:** Should it be necessary to remove an officer, a two-thirds vote of the full BOD is needed for such removal. Removal under this article shall only be permitted for cause.

**Section 5:** A vacancy that occurs for any reason shall be filled through nomination by the President and confirmed by a majority vote of the BOD for the unexpired portion of the term.

**Section 6:** The President shall: 1) supervise and control all of the business and affairs of the Guild; 2) preside at all of the business and affairs of the Guild; 3) may sign, with the treasurer or any other proper officer of the Guild, any contracts, notes or checks authorized by the BOD; 4) call special meetings of the BOD; and 5) perform all duties incidental to the Office of the President and other such duties as may be described by these bylaws and/or the BOD.

**Section 7:** The Vice President shall: 1) perform the duties of the President in the temporary absence of the President; 2) assist the President in his duties; 3) perform any and all other duties as assigned by the President.

**Section 8:** The Secretary shall: 1) keep the official records and papers of the Guild, 2) keep the minutes of all meetings of members and the BOD and 3) perform all the duties incidental to the Office of Secretary and such other duties assigned to him or her by the President.

**Section 9:** The Treasurer shall: 1) monitor the receipts and expenditures of the Guild, 2) make a formal financial report at the annual meeting, 3) provide periodic financial statements at the BOD meetings and 4) perform all the duties incidental to the Office of Treasurer and such other duties assigned by the President.

## **Article V - Membership**

**Section 1:** Any individual interested in promoting the purposes of the Guild shall be eligible and shall become a member after paying dues.

**Section 2:** The membership term shall be an integer number of years from the member's anniversary date (i.e. date the member joined the Guild).

**Section 3:** Membership is renewed by payment of the full membership dues.

**Section 4:** The Membership Chair may establish a "Friends of the Guild" list for selected non-member individuals or groups that may receive complimentary copies of the Journal and/or the Guild's newsletter. The Membership Chair shall keep a list of the "Friends of the Guild" for review/approval when requested by the BOD.

**Section 5:** The BOD shall establish a member grievance procedure policy.

**Section 6:** The BOD may revoke the membership of a member for cause. Should it be necessary to remove a member, a two-thirds vote of the full BOD is needed for such removal.

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## **Article VI – General Meetings**

**Section 1:** General meetings are those meetings, trips or symposia organized by the BOD for educational or social purposes. A business meeting may or may not be held in conjunction with a general meeting.

**Section 2:** All general meetings other than Symposia shall be open to all Guild members and non-members at no charge (i.e. no admission fee) regardless of venue. Attendance may be limited by registration if the venue requires. Payment by individuals for optional food service, materials or supplies shall be permitted. Venues that require an admission or service fee shall be paid from the Guild general fund.

**Section 3:** Members shall receive notice of all general meetings through the newsletter, email and/or the website calendar unless otherwise listed in these bylaws.

## **Article VII – Subgroups**

**Section 1:** Special interest groups (i.e. subgroups) are encouraged and may be formed with the approval of and subject to oversight by the BOD. Recognition, publicity and organizational support shall be provided to subgroups via the Guild website, newsletter, calendar and other forms of communication support. Financial support shall be at the discretion of the BOD.

**Section 2:** Subgroups may create their own rules or policies provided they are reviewed and approved by the BOD and not in conflict with Guild bylaws and policies as set out by the BOD.

**Section 3:** Subgroup meetings shall be open to all Guild members and non-members at no charge (i.e. no admission fee) regardless of venue. Attendance may be limited by registration if the venue requires. Payment by individuals for optional food service, materials or supplies shall be permitted.

**Section 4:** Subgroups may raise money on behalf of the Guild with the approval of and subject to oversight by the BOD through various activities or donations. Subgroups shall also be eligible to receive grant money from the Guild Grants Program. Subgroups shall be permitted to pay venue/event admission or service fees, demonstrator/speaker fees, and/or reimburse travel or other incidental expenses from these activities, donations or grant monies.

## **Article VIII - Grants**

**Section 1:** The BOD shall establish eligibility requirements for grants. Grants are available to individuals, groups, organizations and institutions with not-for-profit motives and ad-hoc groups of individuals with a common goal.

**Section 2:** The BOD shall be charged with vetting applications and awarding grants.

**Section 3:** Grants shall require approval by the BOD.

**Section 4:** The sources and amount of funding for grants shall be at the discretion of the BOD.

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## **Article IX - Privacy**

**Section 1:** The Guild shall not share membership lists or personal information with outside entities or individuals without the express permission of the member. Exceptions shall be provided as needed for member fulfillment services such as membership card, publication mailing and other similar services. Certain information related to Officers and Directors may be required for State and Federal government reporting to the New Hampshire Charitable Trust, the New Hampshire Secretary of State, and to the United States Department of the Treasury Internal Revenue Service.

**Section 2:** Membership directories shall be protected by a member login requirement.

**Section 3:** Member contact information may be made available to Guild members in leadership or volunteer positions to perform their Guild duties.

## **Article X - Contracts, Checks, Deposits and Funds**

**Section 1:** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Guild shall be signed by the Treasurer or the President and paid in a timely manner. Other officers or agents may sign such instruments in a manner determined by the BOD.

**Section 2:** All funds of the Guild shall be deposited in a timely manner to the credit of the Guild in banks, trust companies or other depositories.

**Section 3:** The BOD may accept on behalf of the Guild any contribution, gift, bequest or device for the general purposes or for any special purposes of the Guild.

**Section 4:** The President and the Treasurer are empowered with the capacity to write checks and open and close accounts for the Guild.

## **Article XI - Books and Records**

**Section 1:** The Guild shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, BOD, subgroups and BODs having any of the authority of the BOD. An updated record giving the name and addresses of the members entitled to vote shall be kept by the Membership Chair. Any member or his agent or attorney may inspect all books and records of the Guild for any proper purpose at any reasonable time.

## **Article XII - Dissolution**

**Section 1:** A three-quarters vote of the membership and a majority vote of the BOD is required for dissolution of this Guild. Upon dissolution of this Guild, any assets remaining after payment of debts due and owing at the time of dissolution shall be distributed per the Articles Of Agreement.

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## **Article XIII - Amendments to Bylaws**

**Section 1:** The articles of the bylaws may be altered, amended or repealed and new bylaws enacted if recommended by majority vote of the BOD and approved by the membership at any general meeting. Notice shall be given in the newsletter and/or via email at least 15 days prior to said meeting. Approval of the membership at this general meeting shall require a two-thirds vote in the affirmative of those present plus those voting by proxy.

These Bylaws, accepted on September 19, 1998, shall replace the Articles of Agreement of The Guild Of NH Woodworkers dated May 25th, 1990.

These Bylaws, accepted on September 16, 2006, shall replace the Articles of Agreement of The Guild Of NH Woodworkers dated September 19, 1998.

These bylaws, accepted on November 19, 2011, shall replace the Articles of Agreement of The Guild Of NH Woodworkers dated September 16, 2006.

These bylaws, accepted on April 20, 2013, shall replace the Articles of Agreement of The Guild of NH Woodworkers dated November 19, 2011.

These bylaws, accepted on April 23, 2016, shall replace the Articles of Agreement of The Guild of NH Woodworkers dated April 20, 2013.

These bylaws, accepted on September 23, 2017, shall replace the Articles of Agreement of The Guild of NH Woodworkers dated April 23, 2016.

These bylaws, accepted on September 15, 2018, shall replace the Articles of Agreement of The Guild of NH Woodworkers dated September 23, 2017.

These bylaws, accepted on September 19, 2020, shall replace the Articles of Agreement of The Guild of NH Woodworkers dated September 15, 2018.