

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 (aka The Guild of NH Woodworkers or GNHW).

Section 2: Principal office of the association shall be located at the residence address of the current Treasurer.

Article II - Purpose

Section 1: The Guild of New Hampshire Woodworkers 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, a newsletter 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.

Section 3: The Guild of NH Woodworkers is registered as a nonprofit organization with the State of New Hampshire. No officer shall receive compensation for services rendered to the association. Honorariums for special meetings, demonstrations or services may be paid by approval of the President or the Steering Committee.

Article III - Membership

Section 1: Any individual interested in promoting the purposes of the association shall be eligible for membership. Membership entitles individuals to voting privileges, participation in meetings, seminars, demonstrations, group purchases, access to the Video Library, and receipt of The Old Saw, the newsletter of the Guild.

Section 2: The membership period begins on the first day of September and ends on the last day of August of the next calendar year. At the discretion of the Steering Committee, the membership term may be extended for new members.

Section 3: Fee changes are proposed by the Steering Committee and approved by the membership. Notice of the proposed change shall be given in the newsletter for approval by a vote of the membership at any general meeting.

Section 4: Membership is renewed by payment of the full fee. Newsletters will not be distributed to unpaid members after the first issue at the start of the fiscal year nor shall unpaid members be allowed to participate in any matter requiring a vote.

Section 5: The Steering Committee may approve special and honorary memberships for selected individuals or groups. The President shall appoint an agent to keep a listing of honorary members.

Section 6: Non-members are welcome to attend any regularly scheduled meetings. Guests may not participate in any matter requiring a vote.

Article IV - Meetings

Section 1: There shall be at least four general meetings per year. Steering Committee meetings shall be attended by members of the Committee and others who have made previous arrangements with a member of the Committee. General meetings are open to members and guests.

Section 2: Election of officers will occur at the first general meeting after the start of the membership period. Notice shall be published in the newsletter.

Section 3: Special meetings to accommodate special programs or activities must be approved by the Steering Committee.

Section 4: All members shall receive notice of any meeting in the newsletter or via e-mail as deemed appropriate.

Section 5: A simple majority of member votes at a meeting shall be necessary for approval of an issue under consideration, except when that issue has specific provisions in these Bylaws. The President shall vote to break a tie. The Steering Committee may act to nullify or veto approval of any issue not pursuant to the Guild's purpose (per Article II) or in the Guild's general welfare. Notice of a veto shall be given in the next newsletter. The membership shall have an opportunity to override a veto by a two-thirds vote of the members present.

Section 6: If a member is unable to attend a meeting, that member can vote by casting a written absentee ballot mailed or delivered to the President that: 1) states the issue under consideration; 2) states whether they accept or reject that issue; and 3) is signed and dated. All absentee ballots are cast at the time of voting by the President on behalf of the absentee members. Any ballot received after a vote is invalid. The President assumes no responsibility for ballots not delivered in person or received by any other means prior to the vote. A member's vote in person at a meeting shall void his or her absentee ballot.

Section 7: All individual members or guests shall be responsible for their own personal safety at any Guild function.

Article V - Steering Committee

Section 1: The government of this Guild shall be the Steering Committee. This Committee is comprised of ten to sixteen members. Each Committee member must be a member of the Guild in good standing. Included are current officers, The Old Saw editor, the program chairman, the most recent past President, and individuals appointed to the Steering Committee by the Officers.

Section 2: The Steering Committee shall set the general guidelines and policies for the Guild. The Steering Committee 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 Steering Committee shall meet as needed to conduct the affairs of the Guild.

Section 4: Any six members of the Steering Committee shall constitute a quorum for the transaction of business. Members of the Steering Committee shall make an earnest attempt to keep each other informed of affairs and business transactions.

Section 5: The Steering Committee will comply with all the requirements of NH law where conflicts of interest are involved, including but not limited to the requirements of a two-thirds vote where the financial benefits to the director or trustee is between \$500 and \$5,000 in a fiscal year, and to the requirement of a two-thirds vote and publication in the required newspaper where the financial benefit exceeds \$5,000 in a fiscal year. The NH statutory requirements are incorporated into and made part of this conflict policy.

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Article VI - 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 Steering Committee and have the authority to perform the duties prescribed by these Bylaws.

Section 2: The officers of the Guild shall be elected for a term of one year by the membership at the first general meeting after the start of the membership period. Appointed Steering Committee members serve at the discretion of the Officers. At the conclusion of the term of office, each officer should return to the President all files related to Guild business.

Section 3: Should it be necessary to remove an officer, a two-thirds vote of the full Steering Committee is needed for such removal. Removal under this article shall only be permitted for a serious offense.

Section 4: A vacancy which occurs for any reason may be filled by appointment via a majority vote of the Steering Committee for the unexpired portion of the term.

Section 5: 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 Steering Committee; 4) call special meetings of the Steering Committee; 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 Steering Committee.

Section 6: 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 7: The Secretary shall: 1) keep the official records and papers of the Guild, 2) keep the minutes of all meetings of members and the Steering Committee 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 8: The Treasurer shall be responsible for: 1) monitoring the receipts and expenditures of the Guild, 2) making a formal financial report at the annual meeting, 3) provide periodic financial statements at the Steering Committee meetings and 4) perform all the duties incidental to the Office of Treasurer and such other duties assigned by the President.

Article VII - Committees and Special Function Officers

Section 1: Other committees or special function officers may be created by the President or a majority of vote of the Steering Committee. These committees and special function officers can have authority to perform duties prescribed by the Steering Committee. Committees and special function officers are appointed and removed by the President or by a majority vote of the Steering Committee.

Article VIII - Contracts, Checks, Deposits and Funds

Section 1: Upon approval by the membership, the President may authorize agents, in addition to those officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and, on behalf of, the Guild. Such authority may be general or confined to specific instances. Agents may sign such instruments in a manner determined by resolution of the Steering Committee.

Section 2: 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 offices or agents may sign such instruments in a manner determined by the Steering Committee.

Section 3: 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 4: The Steering Committee 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 5: The President and the Treasurer are empowered with the capacity to write checks and open and close accounts for the Guild.

Article IX - 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, Steering Committee and committees having any of the authority of the Steering Committee. An updated record giving the name and addresses of the members entitled to vote shall be kept by an agent designated by the President. All books and records of the Guild may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Article X - Fiscal Year

Section 1: The fiscal year shall coincide with the membership period, which begins on the first day of September and ends on the last day of August of the following calendar year.

Article XI - Dissolution

Section 1: A three-quarters vote of the membership and a majority vote of the Steering Committee 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 to an entity or entities as directed by a majority of the Steering Committee or the President of the Guild of New Hampshire Woodworkers in the event the Steering Committee does not or chooses not to act. Such entities shall be qualified as a nonprofit association in accordance with the laws of the state of New Hampshire and pursuant to the Internal Revenue code provision relating to nonprofit tax-exempt entities.

Article XII - Amendments to Bylaws

Section 1: The articles of the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any general meeting if notice of intention to alter, amend or repeal or to adopt new Bylaws is given in the newsletter. The membership may approve addendum items by two-thirds majority vote at any meeting without notice.

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.