



## **Bylaws of The Guild of NH Woodworkers**

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

Section 1: The name of the association shall be The Guild of New Hampshire Woodworkers.

Section 2: Principle 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, juried exhibits, 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 New Hampshire Woodworkers is registered as a nonprofit organization with the State of NH and the IRS. No one 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, juried shows, 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. Memberships are not prorated.

Section 3: Membership fees are proposed by the Steering Committee and approved by a vote of the membership.

Section 4: Membership is renewed by payment of the full fee. A member is considered inactive if payment is not received by November 1st and will no longer receive newsletters or be allowed to participate in any matter requiring a vote.

Section 5: Honorary Members: The membership can approve special or honorary memberships for selected individuals or groups at any meeting. The Treasurer shall keep a listing of honorary members.

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

### **Article IV - Meetings**

#### **Section 1: Meetings.**

Attendance at the various meetings of the Guild varies with the purpose.

- a. General Meetings: There shall be at least four general meetings per year. The schedule for a regular meetings is typically 10:00 - 11:00 Steering Committee meeting, 11:00 - 12:00 Business Meeting, 12:00 - 1:00 Lunch, and 2:00 - 4:00 Demonstration/Lecture.

## Article IV - Meetings

### Section 1: Meetings. (con't)

#### b. Steering Committee Meetings:

Members of the Committee and others who have made previous arrangements with a member of the Committee shall attend Steering Committee meetings.

#### c. Business Meetings are open to all members.

#### d. Program meetings (such as lectures, seminars and demonstrations) are open to members and guests.

### Section 2: Election of officers will occur at the annual Business Meeting

### 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 via mail.

### Section 5: Voting.

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 2/3 vote of the members present.

### Section 6: Absentee Ballot.

If a member is unable to attend a meeting, they 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;
- 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: Safety.

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 approximately ten people. Included are current officers, Old Saw editor, publicity coordinator, program chairman, group coordinators, video librarian, 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.

## Article V - Steering Committee con't

### Section 5. Conflict of Interest

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.

## Article VI - Officers

### Section 1: Officers.

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: Election and Term of Office. The officers of the Guild shall be elected annually by the membership at the fall meeting. The term of office is one year. Officers may be reelected. Appointed special function officers and Steering Committee members are appointed by or retired by vote 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: Removal.

Should it be necessary to remove an officer, a 2/3 vote of the Guild members present at a meeting, acting on a motion by the Steering Committee, is needed for such removal.

### Section 4: Vacancies.

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: President.

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;
- 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: Vice President.

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: Secretary.

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
- 3) Perform all the duties incidental to the Office of Secretary and such other duties assigned to him or her by the President.

## Article VI - Officers Cont

### Section 8: Treasurer.

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) Providing periodic financial statements at the business meetings,
- 4) Keep an updated list of members entitled to vote,
- 5) 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

The President or a majority of vote of the Steering Committee may create other committees or special function officers. 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: Contracts.

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: Checks, Drafts, and Orders.

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: Deposits.

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: Gifts.

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: Accounts.

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

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 the Treasurer. 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

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

A 3/4 vote of the membership and a majority vote of the Steering Committee is required for dissolution of this Guild. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose 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

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. Notice of changes to the Articles of these Bylaws shall be listed in Article XIII. This notice shall include a brief summary of what change was made and the date enacted by vote of the membership.

#### Article XIII. – Amendment History

- 1) These Bylaws, accepted on September 19, 1998, shall replace the Articles of Agreement of The Guild Of NH Woodworkers dated May 25th, 1990. General revisions and update.
- 2) These Bylaws, accepted on September 15, 2001, shall replace the Bylaws accepted on September 19, 1998. Updated Conflict of Interest and Dissolution to agree with IRS Non-profit Regulations. Changed Principal Office to address of current Treasurer. Changed inactive date to November 1. Minor wording changes. Added Article XIII.