

# **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 Steering Committee.

## **Article III - Governance**

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

**Section 2:** The Steering Committee shall exercise all of the powers, rights, responsibilities and duties of the Guild under the laws of the State of New Hampshire. The Steering Committee 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 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 monthly or as needed to conduct the affairs of the Guild.

**Section 4:** Steering Committee meetings shall be attended by members of the Committee and others who have made previous arrangements with a member of the Committee. Any seven (7) members of the Steering Committee shall constitute a quorum for the transaction of business. Unless otherwise specified in these bylaws, decisions by the Steering Committee 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 Steering Committee 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.

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

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

**Section 7:** The Secretary shall record Steering Committee policy decisions in a "Guild Policy Book" to be made available at Steering Committee meetings and also for the general membership on the Guild website.

**Section 8:** 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 9:** Business Meetings - There shall be a minimum of three general member business meetings per year organized by the Steering Committee. Non-members are welcome to attend, however, non-members may not participate in any matter requiring a vote.

**Section 10:** Members shall receive notice of all business meetings through the newsletter, email or the website calendar unless otherwise listed in these bylaws.

**Section 11:** 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. 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 Steering Committee 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 12:** Changes in membership dues shall be submitted for approval by the membership.

**Section 13:** Other committees or special function positions may be created by the President and serve at the discretion of the Steering Committee.

## **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 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 (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 Steering Committee 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. Election 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 Steering Committee is needed for such removal. Removal under this article shall only be permitted for cause.

**Section 5:** A vacancy which occurs for any reason shall be filled through nomination by the President and confirmed by a majority vote of the Steering Committee 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 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 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 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 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 Steering Committee 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. The Steering Committee will define a policy that specifies the benefits and privileges to be enjoyed by members.

**Section 2:** The membership term shall be twelve months from the member's anniversary date (i.e. date the member joined the Guild). A renewal grace period may be added to the membership term at the discretion of the Steering Committee.

**Section 3:** Membership is renewed by payment of the full membership dues. Lapsed members shall not be allowed to participate in any matter requiring a vote, receive Guild publication(s) or borrow from the Guild library.

**Section 4:** The Steering Committee may approve special and complimentary memberships for selected individuals or groups. The Membership Chair shall keep a listing of complimentary members.

**Section 5:** A member grievance procedure shall be established by the Steering Committee.

**Section 6:** The Steering Committee may revoke the membership of a member for cause. Should it be necessary to remove a member, a two-thirds vote of the full Steering Committee 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 Steering Committee 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 which 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 Steering Committee. 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 Steering Committee.

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

**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 Steering Committee 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 Steering Committee 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 Steering Committee shall be charged with vetting applications and awarding grants.

**Section 3:** Grants shall require approval by the Steering Committee.

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

## **Article IX - Privacy**

**Section 1:** The Guild shall not share membership lists or personal information. An exception is possible when approved by the Steering Committee for a specific purpose on an opt-in basis with the clear agreement of each member whose information is to be shared. This policy applies to the guild at-large lists as well as all subgroup or other filtered lists.

**Section 2:** Membership directories and event registration lists located on any Guild website shall require a member login to access contact information. However, an option shall be provided for members to opt-out of sharing this information with other members. In the case of an opt-out, only the member name shall appear in the directory or list.

**Section 3:** Membership lists with contact information for all members may be made available to other Guild members in leadership positions as required 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 Steering Committee.

**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 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 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, Steering Committee, subgroups 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 Membership Chair. 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 XII - 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 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 Steering Committee 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.