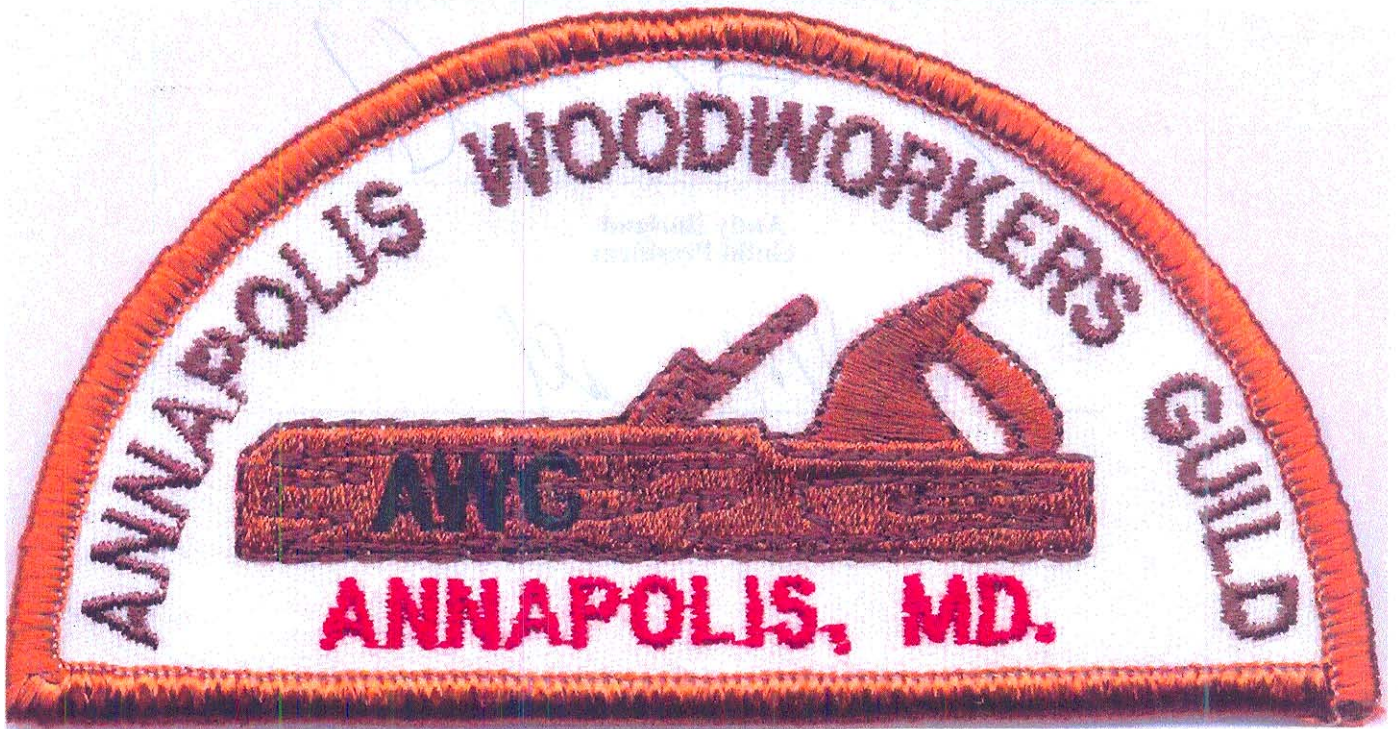


***ANNAPOLIS WOODWORKERS GUILD INC.***



***BY-LAWS***

<b>RECORD OF CHANGES</b>	
<b>DATE</b>	<b>DESCRIPTION</b>
1990	Original Guild By-Laws approved
05/13/2000	Added all non-elected Guild Officers and their job descriptions; minor administrative clean up and spelling corrections
08/14/2008	Added AWG Endowment Fund; AWG Endowment Fund Committee and their duties
08/11/2011	Added procedures on how dissolve the Guild; defined Guild fiscal year.

**The Below Guild Officers signatures certify that these updated By-Laws were approved by the General Membership in accordance with procedures outlined in Article IX of these By-Laws on 11 August 2011**

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**Andy Borland  
Guild President**

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**Lee Marshall  
Guild 2<sup>nd</sup> Vice President**

Annapolis Woodworkers' Guild

**GUILD BY-LAWS**

Original By-laws 1990

Approved as amended 05/13/2000

Approved as amended 08/14/2008

Approved as amended 08/11/2011

**ARTICLE I. ORGANIZATION NAME**

The name of this organization shall be the *Annapolis Woodworkers' Guild, Inc.*, incorporated in the state of Maryland.

**ARTICLE II. PURPOSE**

The purpose of this organization shall be to:

- Advance fellowship among persons interested in the art of woodworking.
- Preserve the tradition, culture, and history of woodworking
- Promote the knowledge and understanding of all aspects of woodworking, and
- Enjoy and appreciate woodworking skills of others.

**ARTICLE III. MEMBERSHIP AND DUES**

**SECTION I.** Any person 18 years of age or older, believing in the purpose of this organization and willing to take an active part in the work of this organization, is invited to be a member and is considered an active member of the Annapolis Woodworkers' Guild, Inc. upon payment of the annual dues.

**SECTION 2.** Membership dues are assessed annually and payable to the Treasurer on the anniversary date of becoming a member, and allow the member to attend a full year of meetings and events.

**SECTION 3.** A member will be dropped from the roster if the dues are not paid within 60 days of the member's participation anniversary date.

**SECTION 4.** The dues assessment shall be set annually by the Executive Board at its next November meeting. Any change in the amount of the dues shall take effect on the member's next renewal date.

**ARTICLE IV. ELECTION OF OFFICERS**

**SECTION I.** A Nominating Committee shall be appointed by the Guild President. The committee shall consist of a Chairman and at least two other Guild members. The Committee shall submit a list of nominees and provide a report at the April regular meeting. Additional nominations may be made from the floor with the consent of the nominees.

**SECTION 2.** Election shall be by a majority vote of active members present at the May Meeting. Active members may vote by absentee ballot if unable to attend the Meeting. The absentee ballot shall be sent to the Chairman of the Nominating Committee no later than one week prior to the May meeting.

**SECTION 3.** Elected Officers will serve a one-year term, and their term in office shall begin at the Installation Ceremony at the close of the May meeting at which they are elected. No Elected Officer shall hold more than one office at a time. No Elected Officer shall serve more than two consecutive terms in the same office.

**SECTION 4.** Vacancies in any Elected office, other than the President, shall be filled within one month by an election, following the announcement of the vacancy. Nominations shall be made from the floor, and voting shall be by majority of the general membership present only if the quorum requirement is met. If there is only one nominee for the office, voting shall be by voice. When there is more than one nominee for the office, the election shall be by secret ballot.

**ARTICLE V. OFFICERS AND THEIR DUTIES**

**SECTION I.** The **ELECTED OFFICERS** shall be the: **Guild President, First Vice President, Second Vice President, Secretary, Treasurer, Program Chairman, and Membership Chairman.** The elected officers shall be the voting members of the Executive Board. These officers are to perform the duties prescribed in these by-laws and/or by the Parliamentary authority adopted by this organization.

**A. THE PRESIDENT SHALL:**

1. Preside over regular monthly meetings, Executive Board meetings, and special meetings of the Annapolis Woodworkers' Guild, Inc.
2. The newly elected President shall present a goals and objectives address at the June meeting. The President's statement shall contain the direction and intent he expects to take the Guild during the next year.
3. Chair the Executive Board meetings, the Board composed of Executive Officers, Committee Chairman, and selected contributing members, and preside over regular meetings of the Board.
4. Appoint the non-elected officers and Chairmen of all standing or special committees.
5. Have the power to call a Special Meeting.
6. See that all officers and committees fulfill their duties.
7. Become the 2nd Vice President the Year following the Presidency.

**B. THE FIRST VICE PRESIDENT SHALL:**

1. Assume the duties of President in the absence of the President.
2. Take over the duties of the President if for any reason the President cannot fulfill the term or the office is vacated.
3. Become the next years President, performing those duties described in Section 1A.
4. Present safety information deemed to be of general interest at the regular Membership meetings.

**C. THE SECOND VICE PRESIDENT SHALL:**

1. Advise and furnish assistance to the President in performing the duties previously outlined, by supplementing information and procedures covered in the past term.
  2. The office of the Second Vice President shall be filled by the previous year's President.
- D. THE SECRETARY SHALL:**
1. Record the activities (take minutes) at all Executive Board meetings.
  2. Receive and send correspondence necessary for the operation of Guild functions outside Guild membership.
- E. THE TREASURER SHALL:**
1. Setup and maintain a checking account in the name of the Annapolis Woodworkers' Guild, Inc.
  2. Keep an accurate and current record of receipts and disbursements and be custodian of all funds.
  3. Be Chairman of the Finance Committee.
  4. Provide an annual Treasurers' report for insertion in the May newsletter.
  5. Setup and/or maintain a Post Office Box, as the official address of the Guild, in the name of the Annapolis Woodworkers' Guild, Inc.
  6. Receive dues from new members and renewing members providing this information to the Membership Chairman for membership list updating.
- F. THE PROGRAM CHAIRMAN SHALL:**
1. Appoint a committee and plan the monthly programs for each regular meeting, maintaining as required the programs suitable and interesting to the membership.
- G. THE MEMBERSHIP CHAIRMAN SHALL:**
1. Maintain a current roster of members.
  2. Make an annual roster available to all members at each monthly meeting.
  3. Conduct an ongoing campaign to attract new members.
  4. Provide new members with membership package containing: membership card, nametag, Guild By-laws, membership certificate, member roster, safety tip card, any other pertinent Guild information.
  5. Upon notification by the Treasurer of member annual dues payment provide an updated membership card and update the membership roster.

**SECTION 2. Removal of Officers:**

In the event that any elected officer does not perform his or her duties, then the general membership may remove him or her upon recommendation of the Executive Board and by a vote of a majority of members present at a general membership meeting.

**SECTION 3. NON ELECTED OFFICERS** shall be: Newsletter Editor, Education Coordinator, Show and Tell Coordinator, Librarian, Toy Coordinator, Show Coordinator, Historian, Web Master, Photographer, and Special Projects Coordinator. These officers will be appointed each year by the President. Non-elected officers are NON-voting members of the Executive Board. These officers are to perform the duties prescribed in these by-laws and/or by the parliamentary authority adopted by this organization.

- A. **THE NEWSLETTER EDITOR** is chairman of the Newsletter Committee.
- B. **THE EDUCATION COORDINATOR** is chairman of the Education Committee and will provide education information to the Guild Historian.
- C. **THE SHOW AND TELL COORDINATOR** is responsible for presenting members who wish to display projects at the monthly meetings.
- D. **LIBRARIAN** is responsible for maintaining the Guild's library.
- E. **TOY COORDINATOR** is responsible for coordinating efforts of Guild members who desire to make toys to donate to charity; collecting and delivering the toys; and gathering data pertaining to hours and material expended by members in making the toys and providing this information to the Guild Historian.
- F. **SHOW COORDINATOR** is responsible for coordinating efforts to have a Guild informational booth at various area shows or activities to display members' skills and inform the public about Guild activities.
- G. **HISTORIAN** is responsible for maintaining records of the Guild including man- hours used in charitable work.
- H. **WEB MASTER** is responsible for maintaining the Guilds Web Page on the Internet, ensuring integrity of information displayed there, and providing data to the Guild Historian.
- I. **SPECIAL PROJECTS COORDINATOR** is chairman of the Special Projects Committee.
- J. **PHOTOGRAPHER** is responsible for taking pictures of Guild activities and providing these pictures to the Newsletter Editor, Web Master, and Historian.
- K. **TOUR COORDINATOR** is responsible for managing arrangements for guild tours.
- L. **ENTERTAINMENT COORDINATOR** is responsible for managing arrangements for the Guild's Annual diner and other Guild functions as designated by the Executive Board.

**SECTION 4. ALL OFFICERS SHALL:**

- A. Become thoroughly acquainted with and abides by the by-laws of this organization.
- B. Work to advance the interest and growth of the Annapolis Woodworkers' Guild, Inc.
- C. Provide information to the Guild Historian pertaining to man-hours spent working on charitable activities.

**ARTICLE VI. COMMITTEES**

**SECTION 1. The Newsletter Committee:**

Shall be chaired by the Newsletter Editor and shall be responsible for writing, duplicating, and distributing (mailing) of the monthly newsletter, to be mailed at least six days prior to the next regular meeting, and providing information to the Guild Historian.

**SECTION 2. The Finance Committee:**

- A. Shall be chaired by the Treasurer and composed of at least two other volunteer members.
- B. Shall prepare an annual budget representing the needs of the Guild. The budget will be based on a plan of execution from the Executive Board.
- C. Submit the budget at the July general membership for approval.

- D. The Finance Committee may, from time to time, submit a budget supplement to the Executive Board for approval, within the current fiscal year. Any increase in expenses that is more than \$1500.00 above the budgeted amount shall require the approval of a majority of the members present at the time at the next general membership meeting.
- E. The AWG fiscal year shall be from 1 June of the calendar year through 31 May of the next calendar year.

**SECTION 3. The Nominating Committee:**

Shall be composed of a Chairman and at least two other volunteer members, and shall submit a list of nominees for all offices, and provide the officer's slate to the general membership one meeting (30 days) prior to the general meeting at which the elections are to be held.

**SECTION 4. The Education Committee:**

Shall be chaired by the Education Coordinator and be responsible for holding, sponsoring, or coordinating workshops, classes, or seminars for the educational benefit of Guild members.

**SECTION 5. The Special Projects Committee:**

Shall be chaired by the Special Projects Coordinator and be responsible for identifying a Project Leader, project requirements, project status, and data concerning hours and materials expended by Guild members in completing projects approved by the Executive Board.

**SECTION 6. The AWG Endowment Funds Committee (AEFC):**

- A. The AEFC shall consist of five members, four appointed members and one ex officio member. The ex officio member will be the AWG Treasurer. Three of the four appointed members will be AWG past presidents. The fourth appointed member will be an active member from the AWG General Membership.
- B. The AWG President will nominate the four appointed AEFC members and their appointment will be confirmed by the Elected Officers of the AWG Executive Board.
- C. The term of office for the appointed AEFC members shall be four years and staggered so that only one committee member will be appointed each year. The new committee member will be nominated and confirmed each year at the April Executive Board Meeting and assume committee duties on 1 May of that year. This new AEFC member will be announced at the May General Membership Meeting. The AEFC will select its own chair from the appointed members and provide the name of the AEFC Chair, for the upcoming year, to the May AWG Executive Board Meeting.
- D. Upon adoption of the AWG By-Laws pertaining to the establishment of the AEFC, for the initial setup of the AEFC, the AWG President will nominate, and the Elected Officers of the AWG Executive Board will confirm, the appointed members for interim staggered terms which end on 30 April 2009, 2010, 2011, and 2012. As each interim term ends, the replacement appointee will serve a normal four-year term.
- E. Any vacancy that occurs in the AEFC appointed members will be filled by the AWG President nominating and the Elected Officers of the AWG Executive Board confirming the replacement. This new AEFC member will serve out the remainder of the term of the replaced member.
- F. Active Guild members may serve more than one term on the AEFC as long as there is a one-year gap in service between terms.
- G. Disbursement of funds from the AWG Endowment Fund can only be made into AWG Operational Fund. Execution of the disbursement requires two signatories from the appointed AEFC members, one of which must be the AEF Chair
- H. The AWG Executive Board will submit written requests to the AEFC for determination if a proposed expenditure meets the intent of the wishes of the benefactor. The AEFC will provide a written response as to whether the request does or does not meet the intent of the wishes of the benefactor and is within bounds of applicable state and federal laws
- I. The AEFC shall establish, monitor, and maintain the AWG Endowment Fund portfolio based on AEFC recommendations and reflecting the objectives outlined in the AEFC generated Investment Policy Statement that has been approved by the AWG Executive Board. The Investment Policy Statement is reviewed by the AEFC annually and if modifications are deemed necessary, the AEFC modified Investment Policy Statement will be submitted to the AWG Executive Board for approval

**SECTION 7. Other Committees:**

Other committees may be established by the Executive Board in order to carry out the work of the organization.

**SECTION 8. Removal of Officers:**

In the event that any elected officer does not perform his or her duties, then the general membership may remove him or her upon recommendation of the Executive Board and by a vote of a majority of members present at a general membership meeting.

**ARTICLE VII. MEETINGS**

SECTION 1. The Annapolis Woodworkers' Guild, Inc. general membership shall meet formally (general meeting) the second Thursday of each month.

SECTION 2. Executive Board meetings will be called by the President as necessary for smooth and continued operation of this organization, and meet a minimum of four times during the year.

SECTION 3. **20% of the active** members of the Annapolis Woodworkers' Guild, Inc. shall constitute a quorum at monthly meetings.

**ARTICLE VIII. EXECUTIVE BOARD**

SECTION I. The Executive Board for the Annapolis Woodworkers' Guild, Inc. shall be composed of: the President, First Vice President, Second Vice President, Secretary, Treasurer, Program Chairman, and Membership Chairman who **are voting members**, and the Newsletter Editor, Education Coordinator, Show and Tell Coordinator, Librarian, Toy Coordinator, Show Coordinator, Historian, Web Master, Photographer, Special Projects Coordinator, Tour Coordinator, and Entertainment Coordinator who **are NON voting members of the Executive Board**.

**SECTION 2. The Executive Board:**

- A. Shall have the authority to carry out the supervision of the affairs of the Guild between general membership meetings.
- B. The Executive board shall meet monthly.
- C. Make recommendations to the Guild membership.
- D. Shall perform such other duties as specified by these by-laws.

- E. Approve expenditures within the budget as deemed necessary to facilitate the Guild's mission. If the expenditures involve a change in the budget of more than \$1500.00, the Board must report back to the general membership with the proposal of change and is required to obtain approval from the membership.

**ARTICLE IX. AMENDING THE BY-LAWS**

SECTION 1. The President shall appoint a committee to amend these By-laws. The committee shall make the changes deemed necessary and present them, in writing, to the Executive Board.

SECTION 2. The Executive Board approved changes shall be distributed with the Guild's newsletter prior to the general membership meeting.

SECTION 3. Member input can be presented in writing or in person at the next Executive Board meeting.

SECTION 4. The final Executive Board approved changes shall be explained at the next regular meeting and a motion for approval will be made, seconded, and discussed. If there appears to be significant opposition then the vote will be by secret ballot; otherwise the vote will be by a show of hands. A two-thirds majority vote of the members present is required to accept the proposed changes to the By-laws.

**ARTICLE X. DISSOLUTION OF THE GUILD:**

If and when it becomes necessary to dissolve the AWG the following procedures apply:

1. A recommendation to dissolve the AWG must be approved by two thirds of the Elected Officers at a regularly scheduled Executive Board meeting.
2. The recommendation to dissolve must be published in the next issue of the Guilds newsletter for membership review.
3. The recommendation to dissolve must be explained at the next regular General Membership meeting. A motion to accept the recommendation will be made, seconded, and discussed. There being a meeting quorum, a simple majority of members present is required to approve the motion to dissolve.
4. In the event of dissolution, the Executive Board shall dispose of all of the net assets of the Guild exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.
5. To eliminate any perceived conflict of interest, none of the Elected Officers voting for dissolution can be a member the organization(s) selected to receive the Guilds assets.

**ARTICLE XI. RULES**

The rules contained in the current edition of Robert's Rules of Order shall govern the Annapolis Woodworkers' Guild, Inc. in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Guild may adopt.