

Guild of Oregon Woodworkers Bylaws

1. Purpose

The Guild of Oregon Woodworkers (the "Guild") is a non-profit corporation with the following purposes;

- a. Enhancing the standards of excellence in woodworking by educating its members and the public through monthly programs, seminars and technical demonstrations.
- b. Serving the community by building projects for the public good. Our members volunteer their time, knowledge and skills to help with community projects as approved by the board.
- c. Assisting members in marketing their work.
- d. Building the woodworking community.
- e. Making woodworking facilities available to members.

2. Members

Membership in the Guild is open to all persons interested in learning more about woodworking, educating others about woodworking, or networking with other woodworkers. All members in good standing can vote and participate in Guild-sponsored events.

3. Monthly Programs

General membership gatherings are usually held monthly.

4. Meetings

The Guild will hold an annual meeting of the general membership in November for the election of officers for the coming year. The Board of Directors may call special membership meetings as necessary to facilitate Guild business. Provided members receive at least ten days advance notice of special meetings, any action may be approved at an annual or special meeting.

5. Notice of Meetings

Notice of meetings, where required by these bylaws, may be given by insertion in the monthly newsletter or by email or regular mail mailed not less than ten days before the meeting for which notice is given.

6. Membership Dues

Members shall pay annual dues as the Board of Directors may establish, no later than 30 days after their annual membership expires. The Board of Directors may, at its discretion and after notice to the affected member, cancel the membership of any member more than 90 days delinquent. The Board of Directors may waive the dues requirement in special circumstances. Annual dues for past presidents are waived following their successful term. Such circumstances shall be reviewed annually.

7. Conduct of Business

- a. A majority of members present at properly called special meetings may act on any Guild business unless otherwise provided in these bylaws. The Board of Directors may authorize any officer to conduct the day-to-day business of the Guild.
- b. An operating document may be written and updated as frequently as necessary to provide day-to-day guidance in the management of the Guild's business. The operating document shall conform to these Bylaws, shall be used to supplement the intent of these Bylaws and shall not be used to change these Bylaws.

8. Newsletter

The Guild will publish a monthly newsletter as the official source of information to its members. The newsletter will include notice of the time and place of upcoming programs, web links to minutes of meetings, and such other information that will promote the purposes of the Guild. The newsletter may be distributed by electronic transmission.

9. Board of Directors

The Board of Directors shall be composed of the Officers of the Guild, Directors of the Guild and such other members as may be approved by majority vote at any annual or special meeting.

- a. **Qualifications:** All Directors must be members of the Guild in good standing.
- b. **Conflict of Interest:** Conflict of interest is defined as a personal relationship with another entity where the Best Interest of the Guild is not involved. No Board member is to receive remuneration for services or a fiduciary role. This includes salary, funding, fees, or in-kind support. There shall be no relationship within the Guild that might be perceived as influencing your objectivity in any matters without disclosing it to the Board. Board members who also serve as instructors, may receive compensation on the same basis as other instructors.
- c. **Terms:** The terms of Directors shall begin January 1 of the year following their election and shall continue thereafter until December 31 of that year.
- d. **Annual Election:** The Board of Directors shall submit a slate of nominees for election to the Board no later than the monthly program before the annual meeting. Additional nominations may be made from the floor at the annual meeting. The name of each nominee shall be submitted for vote at the annual meeting, provided no vote shall be counted for any nominee who declines nomination. A majority of those voting shall be sufficient to elect any member to the Board.
- e. **Special Election:** In the event of a vacancy on the Board of Directors, or if the Board proposes an increased number of directors, the Board shall submit names of appropriate nominees in the newsletter or email for vote by the membership at the next monthly program. A brief meeting will be called to order to act on the business. Additional nominations may be made by any member at that meeting provided the nominee is present and fails to decline the nomination.
- f. **Removal:** Any Board member may be removed for cause. Removal may be initiated by majority vote of the Board or by written request of not less than ten percent of the members. The issue shall be submitted to a vote by all members at the next annual or special meeting for which notice can be given under these Bylaws.
- g. **Bank accounts:** The Board may establish checking and savings accounts at financial institutions of its choice and may authorize which persons shall have authority to make deposits/transfers or write checks on such accounts.
- h. **Periodic Review:** The Board shall establish periodic reviews of its practices, whether by an independent party, an appointed committee or both, with the intent of ensuring its activities and processes are consistent with prevailing law and the best interests of the Guild's membership. Any recommendations resulting from such a review will be addressed by the Board.
- i. **Voting:**
 - i. A quorum of the Board is defined as one more than half of its filled position members, (50% + 1) and is required to conduct business at a Board meeting.
 - ii. A measure that is brought before the Board for a vote shall pass (be adopted) by a simple majority of those voting members physically present when a quorum is in place.

- iii. An agenda shall be published one (1) week in advance of a vote for the following types of issues:
 - 1. To take action on periodic review items
 - 2. To approve non-budget expenses in excess of \$500.
 - 3. To make a change in the Guild bylaws
 - 4. To create or change budgets
 - 5. To make a change in Guild leadership structure, including filling vacancies
- iv. For votes which require a Board quorum, the vote:
 - 1. may be in person, or
 - 2. may be made by proxy; proxy must be filed with the officers prior to the vote, or
 - 3. may also be brought before the Board for a vote via email. The following must occur for a vote via email.
 - a. The Board Secretary shall send an email to each Board member including the notice that this will be a formal vote on the described measure.
 - b. The email will include a clear description of the measure and the result of either a yes or no vote.
 - c. The email shall specify the timeline within which the vote must be submitted and the method for submitting the vote.
 - d. The Board Secretary shall count the responses received within the timeline and determine if a quorum exists.
 - e. If a quorum does not exist the vote will be considered null and void.
 - f. If a quorum exists, the results will be tabulated and a simple majority of those members voting will be considered a pass. If a simple majority of yes votes is not received, the measure will be considered a fail.
 - g. All correspondence via email for this vote shall be captured in a single file or document, which shall be archived with Board Minutes.
- v. General and administrative issues that are not addressed in 9.i.iii above do not require an agenda.

10. Officers:

The Guild shall have a President, Vice President, Secretary and Treasurer.

- a. **President:** The president shall:
 - i. Preside over meetings of the Board of Directors and the membership as a whole
 - ii. Preside over the monthly program.
 - iii. Enter into contracts on behalf of the Guild.
 - iv. Administer or delegate the day-to-day operations of the Guild.
- b. **Vice President:** The Vice President shall:
 - i. Preside over meetings of the Board of Directors and the membership as a whole in the absence of the President.
 - ii. Succeed to the office of the President upon a vacancy in that office or upon the expiration of the term of office of a sitting President if the sitting President chooses not to serve another term.
- c. **Secretary:** The Secretary shall:
 - i. Maintain the Guild's non-financial records, including all documents required by law, minutes and records of prior meetings, original contract documents in which the Guild is a party, and other documents as may be directed by the President.
 - ii. Prepare minutes of all meetings to be published on the web site.

- iii. Prepare and publish all notices required by law and these Bylaws.
- d. **Treasurer:** The Treasurer shall:
 - i. Maintain the financial records of the Guild.
 - ii. Maintain records of all receipts and disbursements to and from Guild bank accounts
 - iii. Present an annual financial report at the annual meeting summarizing the financial position at the beginning and end of each year and a summary of receipts and disbursements during the year. Present quarterly reports versus budgets to the Board.
 - iv. Propose an annual budget for Board approval
 - v. Handle the day-to-day financial transactions

11. Directors:

The Guild shall have Directors to manage the affairs of the Guild

- a. **Membership:** The Membership Director shall:
 - i. Administer the systems to process new and renewing members
 - ii. Administer new member orientations
 - iii. Provide analysis as requested by the Board
- b. **Education:** The Education Director shall:
 - i. Chair the Education Committee.
 - ii. Manage the announcement and presentation of classes and seminars.
 - iii. Promote safety awareness and manage waivers of liability for classes and seminars.
- c. **Communications:** The Communication Director shall:
 - i. Produce the Guild newsletter.
 - ii. Manage the Guild website.
- d. **Programs:** The Programs Director shall:
 - i. Propose and arrange for presenters for Guild monthly programs.
 - ii. Arrange for suitable audio/visual aids for program presentations
- e. **Professional Member At Large:** the Professional Member At Large shall:
 - i. Represent the interests of all professional members at Board meetings
- f. **General Member At Large:** the General Member At Large Shall:
 - i. Represent the interests of all general members at Board meetings
- g. **Community Projects:** the Community Projects Director shall:
 - i. Review and propose community service projects to the Board of Directors
 - ii. Manage the client relationship for approved community service projects
 - iii. Oversee the project management of assigned projects
 - iv. Manage waivers of liability for community service projects
- h. **Operations:** The Operations Director shall:
 - i. Insure the sustainable operation of the Guild Shop and preservation of Guild Assets.
 - ii. Lead the Operations Committee consisting of Annex Lead, Shop Operations Manager, SA Lead, Calendar Manager and the Safety Committee Lead.
- i. **Sponsors:** the Sponsor Director shall:
 - i. Recruit new sponsors
 - ii. Manage all sponsor relationships
 - iii. Advise the Board of issues that might improve the effectiveness of the Guild in the community

12. Distribution of Assets on Dissolution:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 the public purpose. Any such assets not disposed of shall be disposed of by the Court

of Common Pleas of the county in which the principal office of the organization is then located, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

13. Donations: Donations made to the Guild shall be made without conditions for their use. If a significant donation is offered with conditions, the donation will only be accepted if the conditions are within the charter of the Guild as described in Section 1 above and in Article II of the Restated Articles of Incorporation for the Guild of Oregon Woodworkers. Any exceptions to this policy must be approved by the Board and if it involves any changes in the charter of the Guild, must be approved by the membership.

14. Amendment of Bylaws: These Bylaws may be amended at any meeting provided a notice stating the proposed amendment is sent to the members not less than 10 days prior to the date of the meeting at which the proposed amendment is to be considered and shall become effective upon adoption by a majority of members voting.

The foregoing Restated Bylaws ^{1,2,3,4} of the Guild of Oregon Woodworkers, Incorporated, an Oregon nonprofit corporation, were duly adopted by the Board of Directors on February 19, 2019, and approved by a majority vote of the Guild's membership at the regular monthly program held March 19, 2019.

Steve Poland, President

1 Bylaws amended 5/15/2002 for the office of Vice President.

2 Bylaws amended 6/15/2011 for the incorporation of 501(C)3 status with regards to;

- Section 11 - Distribution of Assets on Dissolution
- Section 12 - Donations
- Section 8 & 10 - Term of President and role of Vice President
- A few other minor changes in the document.

3 Bylaws amended 3/20/2013 with regards to:

- email as means of notification (4)
- refine the use of the word meetings to include programs, throughout
- modified grace period for membership dues (5)
- added operating documents to conduct of business (6)
- modified the composition of the Board of Directors (8); added voting and quorum; added types of issues for which a quorum is required and voting in person or by proxy; modified the term (start and end date)
- replaced Election & Removal of Officers (redundant with (9) and replaced with Directors.
- Added job descriptions for board members.

4. Bylaws amended 3/18/2019 with regards to:

- Delete the Newsletter distribution by mail option
- Quorum to 50% + 1 of the number of FILLED board positions
- Clarify that measure passing simple majority is of Board members PRESENT
- Update non-budgeted expense approval threshold
- Allow voting by EMAIL & define process
- Delete the Fund Raising Director position; Add the Operations Director board position
- Add Conflict of Interest clause