

ROCHESTER WOODCARVERS CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I. NAME

Section 1. This non-stock, non-profit organization shall be known as - Rochester Woodcarvers.

ARTICLE II. OBJECTIVES

Section 1. The objectives of this organization shall be to further the interest and skill in the art and craft of woodcarving.

ARTICLE III. MEMBERSHIP

Section 1. Membership is open to any person. A member in good standing must pay annual membership dues and shall be entitled to all the privileges of this organization.

Section 2. Additional membership is open to an immediate family member (spouse and/or children under 18 years of age) of a member at discounted rates. Such members will be entitled to all the privileges of this organization.

ARTICLE IV. OFFICERS

Section 1. The officers of this organization shall be: President, Vice-President, Secretary, and Treasurer.

Section 2. To be eligible for office one must have been a member in good standing for at least one (1) year.

ARTICLE V. TERM OF OFFICE

Section 1. Officers shall hold office for two (2) years commencing the beginning of the next fiscal year after the election.

ARTICLE VI. EXECUTIVE BOARD

Section 1. The executive board shall be composed of the elected officers and 3 members elected from the membership at large.

Section 2. This board shall be the administrative body of the organization.

Section 3. The term of office shall be for 2 years.

ARTICLE VII. MEETINGS

- Section 1. The time, location, and frequency of club meetings shall be determined by the Executive Board with approval of a majority of the general membership.
- Section 2. One meeting during the year shall be designated as the annual meeting.
- Section 3. The date of the annual meeting shall be the last regular meeting of the fiscal year.

ARTICLE VIII. AMENDMENTS TO THE CONSTITUTION

- Section 1. Proposed amendments must be submitted in writing to the Executive Board by any member of the organization in good standing, at least three (3) months before the annual meeting or special meeting called by the Executive Board.
- Section 2. If recommended by the Executive Board, proposed amendments shall be printed in the minutes and made available at the regular meetings to the general membership for review at least two meetings before being voted on at the annual meeting or special meeting called by the Executive Board.
- Section 3. A quorum must be present to hold a vote on an amendment. A quorum for voting on the constitution is 50% of the membership.
- Section 4. A constitutional change requires approval of 2/3 of the members present and voting.

ARTICLE IX. LIABILITIES OF MEMBERS

- Section 1. The private property of the members of the organization shall not be subject to the payment of the corporate debts to any extent whatsoever, nor shall any members be personally liable for any corporate obligation or debt.

ROCHESTER WOODCARVERS

BYLAWS

ARTICLE I. MEMBERSHIP

- Section 1. Application for membership must be completed and presented to the club treasurer with payment of dues.
- Section 2. A member in good standing is one whose annual dues are currently paid as defined in bylaw Article II.
- Section 3. A member in good standing may vote, serve on committee, and hold office.
- Section 4. A copy of the constitution and bylaws shall be made available to all members.
- Section 5. Any member may be expelled from the organization for action contrary to the best interest of the organization, either by 2/3 vote of the Executive Board or by 2/3 vote of members present and voting at any regular meeting.

ARTICLE II. DUES

- Section 1. The dues for a member shall be determined by the Executive Board.
- Section 2. Dues are payable the first day of April. Members in arrears shall be dropped from the membership list if dues are not paid by or at the September meeting.
- Section 3. New members joining after January 1 shall pay dues on a prorated basis based on the number of months remaining in the fiscal year.
- Section 4. Delinquent dues shall be payable in full for the year.

ARTICLE III. THE FISCAL YEAR

- Section 1. The fiscal year shall be from May 1 to April 30.

ARTICLE IV. MEETINGS

- Section 1. The time, location, and frequency of club meetings shall be determined by the Executive Board with approval of a majority of the general membership.

ARTICLE V. DUTIES OF OFFICERS

- Section 1. President - The president shall be the executive officer of this organization and shall preside over all meetings of the organization and the Executive Board. The president shall be an ex officio member of all standing and special committees. The president's term of office shall be for two (2) years commencing at the beginning of the fiscal year after the election at the annual meeting. The president shall appoint a nominating committee at least three (3)

months prior to the annual meeting. The president shall appoint any committees necessary for the operation of the organization.

Section 2. Vice-president - The vice-president shall take over the duties of the president in the absence of the president. The vice-president shall be the chair of the annual show exhibition. The vice-president shall normally succeed the president after the president's term of office has expired or if the president is otherwise unable to fulfill his/her term of office.

Section 3. Secretary - The secretary shall record the proceedings of the Executive Board and the proceedings of the organization's regular meetings. The secretary will carry on all official correspondence in behalf of the organization. The secretary will make available a copy of the minutes to the president at the following monthly meeting.

Section 4. Treasurer - The treasurer shall handle the money of the organization; collect the dues; pay all bills within the limits set by the Executive Board; keep an accurate record of all receipts and expenditures; provide a verbal report at monthly meetings and submit a written annual report of the receipts and disbursements at the end of the fiscal year; keep an up to date membership list. The treasurer's books shall be audited before the annual meeting by a member or members in good standing so designated by the president.

Section 5. All officers shall serve without pay.

ARTICLE VI. EXECUTIVE BOARD

Section 1. The Executive Board shall meet at the call of the president or at the request of three members in good standing.

Section 2. The Executive Board shall determine the policies and activities of the organization, approve any budgets proposed, approve all bills in excess of \$150, take counsel with committees, and have general management of the club.

Section 3. By majority vote they shall select any member in good standing to fill the unexpired term of any vacancy except president; the said appointment shall not prevent the appointee serving two terms.

Section 4. A quorum of the Executive Board for transaction of business shall be a majority.

Section 5. All members of the Executive Board shall serve without pay.

Section 6. Any member of the board may be removed from the board for actions contrary to the best interests of the organization by 2/3 vote of the Executive Board or by 2/3 vote of the members present and voting at any regular meeting.

Section 7. Any member of the board unable to execute their duties or office responsibilities for 3 consecutive months may be replaced following the procedures of section 3 and 6 in this Article.

ARTICLE VII. NOMINATING COMMITTEE

- Section 1. The president shall appoint the nominating committee three months before the annual meeting.
- Section 2. The nominating committee shall consist of three members, one of whom shall be the chairman.
- Section 3. They shall present a slate of one or more names for each office of the organization, including that of the Executive Board, two months before the annual meeting. Each of the nominees shall give permission to have his or her name placed on nomination.
- Section 4. The slate shall be documented in the minutes of the regular meeting and made available to the membership at the regular meeting just prior to the annual meeting.
- Section 5. Nominations for each office may be made from the floor with the consent of the nominee.
- Section 6. Voting shall be by ballot for any contested office.

ARTICLE VIII. ELECTIONS

- Section 1. Election of officers and one board member shall be held at the annual meeting in odd numbered years. i.e. 1997, 1999, 2001 etc.
- Section 2. Election of two board members at large shall be held in even numbered years.
- Section 3. A majority of those present and voting shall be sufficient to elect.
- Section 4. The term of office for officers and board members shall be for two years from installation.
- Section 5. The president and vice-president shall have no more than one re-election.
- Section 6. It is assumed that the vice-president will accept the responsibility of the office of President at the expiration of the President's term of office.
- Section 7. Elected officers shall be formally installed at the annual meeting.

ARTICLE IX. INCORPORATION ADDRESS

- Section 1. The official address of the organization shall be that of the club Secretary or Treasurer.

ARTICLE X. SUGGESTED ORDER OF BUSINESS OF THE MONTHLY MEETING

- Section 1.
- a. Call to order.
 - b. Introduce visitors and guests.
 - c. Approve minutes of previous meeting as published.
 - d. Read Executive Board minutes, if necessary.
 - e. Treasurer's report.
 - f. Committee reports.
 - g. Communications received.
 - h. Unfinished business.
 - i. New business.
 - j. Tips and techniques.
 - k. Show and tell.
 - l. Intermission.
 - m. Program - speaker or activity.
 - n. Adjournment.

ARTICLE XI. PARLIAMENTARY AUTHORITY

- Section 1. Robert's Rules of Order, Revised, Latest Edition, shall govern all proceedings of the organization.

ARTICLE XII. AMENDMENTS TO THE BYLAWS

- Section 1. Proposed amendment or amendments must be submitted in writing to the Executive Board by any member of the organization in good standing.
- Section 2. If recommended by the executive board, it or they shall be printed in the minutes for two months and called to the attention of the membership for two months at regular meetings before being voted upon at any regular business meeting.
- Section 3. A quorum must be present to hold a vote on any amendment. A quorum shall consist of thirty per-cent (30%) of the members.
- Section 4. A by-law change can be made by vote of a simple majority of the members voting in an election.

This first constitution and bylaws adopted April 20, 1996 shall be in effect from this day.