

Amended AWG Bylaws of the
Annapolis Woodworkers' Guild

ARTICLE I. ORGANIZATION NAME

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

ARTICLE II. GOALS

The goals of this organization shall be to:

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

ARTICLE III. MEMBERSHIP AND DUES

Section 1. 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 during January of each calendar year and allow the member to attend a full year of meeting and events.

Section 3. A member will be dropped from the roster if the dues are not paid within two calendar months of the month due.

Section 4. New members added during the course of the calendar year will be assessed dues that are a pro-rata portion of the remainder of the full calendar year during the month joined. The calculation will use the numerical value of the number of months remaining in the year divided by 12 (the # of months in a year) multiplied by the current annual dues assessment and that value will be rounded to the nearest full dollar.

Example: A member joining in May(5th month of the year) would pay 7/12ths of the current annual dues assessment rounded up or down as appropriate.

Section 5. The dues assessment shall be set annually by the Executive Board at the April Board Meeting. Any change in the amount of dues shall take effect on the next January renewal date.

ARTICLE IV. ELECTION OF OFFICERS

Section 1. A Nominating Committee shall be appointed by the Guild President no later than the February Executive Board Meeting. The committee will consist of a Chairperson and at least two other Guild members. The committee will propose a list of candidates, consisting of First Vice President, and any elected positions for which there exists a vacancy for the upcoming year. The candidate list will be provided to the general membership prior to the April guild meeting.

Section 2. Election shall be by a majority vote of active members present at the May General Membership Meeting. Active members may vote by absentee ballot if unable to attend the Meeting. The absentee ballot shall be submitted to the Chairperson 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 General Membership 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 that same office, except when approved by the Elected Board Officers. This exception is not applicable to the President, First V.P., or Second V.P.

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 (see ARTICLE VII, Section 3). If there is only one nominee for the office, voting shall be by show of hands. When there is more than one nominee for the office, the election shall be by secret ballot.

Section 5. Under emergency conditions (such as death or member resigning) the President has the authority to appoint a member to fill that position temporarily until the vacancy is filled in accordance with Section 4 above.

ARTICLE V. OFFICERS AND THEIR DUTIES

Section 1. The elected officers shall be the: Guild President, First Vice President, Second Vice President, Secretary, Treasurer, Program Chairperson, and Membership Chairperson. The elected officers shall be the voting members of the Executive Board. These officers shall perform the duties prescribed in these Bylaws and/or by the Parliamentary Authority cited herein.

A. THE PRESIDENT SHALL:

1. Preside over General Membership meetings, Executive Board meetings, and special meetings of the Annapolis Woodworkers' Guild, Inc.
2. Present a Goals and Objectives Address at the June General Membership meeting. The President's statement shall contain the direction and intent to which he expects to take the Guild during the next year.

3. Appoint the non-elected officers and Chairpersons of all standing or special committees.

4. Have the power to call a Special Meeting.
5. See that all officers and committees fulfill their duties.
6. Submit an article for each issue of the newsletter.

8. Become the Second 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 President if for any reason the President cannot fulfill the term or the office is vacated.
3. Become the next year's President, performing those duties described in ARTICLE V Section 1A.
4. Present safety information deemed to be of general interest at the regular General Membership meetings.

C. THE SECOND VICE PRESIDENT SHALL:

1. Be the previous year's President.
2. Advise and furnish assistance to the current President in performing the duties previously outlined, by supplementing information and procedures covered in the past term.

D. THE SECRETARY SHALL:

1. Record the activities (take minutes) at all Executive Board Meetings.
2. The Secretary shall record from the General Meeting items of significance such as, Election results, Passage of Bylaws, etc and submit same to the President and Historian.

E. THE TREASURER SHALL:

1. Maintain a checking account in the name of Annapolis Woodworkers' Guild, Inc.
2. Keep an accurate and current record of receipts and disbursements and be custodian of all funds.
3. Be Chairperson of the Finance Committee
4. Provide an annual Treasurer's report for insertion in the May newsletter.
5. 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 Chairperson for the membership list updating.

F. THE PROGRAM CHAIRPERSON SHALL:

1. Plan the monthly program for each regular General Membership meeting, ensuring the programs are suitable and interesting to the membership.
- 2 Provide information for inclusion in each month's newsletter describing the upcoming program.

G. THE MEMBERSHIP CHAIRPERSON SHALL:

1. Maintain a current roster of members.
2. Work with the Web Master to ensure that a current online roster is available monthly to all members.
3. Conduct an ongoing campaign to attract new members.
4. Provide new members with a membership package containing: membership card, nametag, website access information and such other items as he or she deems appropriate.
5. Upon notification by the Treasurer of member annual dues payment update membership card and 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 POSITIONS shall be: Newsletter Editor, The George Swisher Education Chair, Show and Tell Coordinator, Librarian, Charity Coordinator, Show Coordinator, Historian, Web Master, Photographer, Entertainment Coordinator, Endowment Coordinator, Tour Coordinator, and Special Projects Coordinator. These officers shall be appointed each year by the President. Non-elected ~~officers~~ POSITIONS are NON-voting members of the AWG Board. These ~~officers~~ POSITIONS 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 Chairperson of the Newsletter Committee, and shall be responsible for Compiling and Editing each issue of the Newsletter, providing it to the Web Master for posting and release at least six days prior to the General Membership Meeting, and providing information to the Guild Historian.

B. THE GEORGE SWISHER EDUCATION CHAIR is Chairperson of the Education Committee, provides education information to the Guild Historian, and presides over the Mentor and Education Awards Programs.

C. SHOW AND TELL COORDINATOR is responsible for presenting members who wish to display projects at the monthly General Membership meetings.

D. LIBRARIAN is responsible for maintaining the Guild's library.

E. CHARITY 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 materials 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 information 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 Guild Web Page on the Internet, ensuring integrity of information displayed there, and support the Guild Historian and Membership Chairperson for maintaining records.

I. SPECIAL PROJECTS COORDINATOR is Chairperson 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 dinner and other Guild functions as designated by the Executive Board.

M. ENDOWMENT COORDINATOR is Chairperson of the Endowment Committee with responsibility for managing the Endowment Fund.

4. ALL OFFICERS and CHAIRPERSONS SHALL:

A. Become thoroughly acquainted with and abide by the Bylaws of this organization.

B. Work to advance the interests 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, and making available on the Website the monthly newsletter, to be released at least six days prior to the next General Membership 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. Shall submit the budget at the July General Membership meeting 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 \$1,500.00 above the budgeted amount shall require the approval of a majority of the members present 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: The Committee shall be composed of a Chairperson and at least two other volunteer members. The Committee shall submit a slate of nominees at the April General Membership meeting. Additional nominations may be made from the floor with the consent of the nominees.

Section 4. The Education Committee: Shall be chaired by The George Swisher Education Chair and shall be responsible for holding, sponsoring, or coordinating workshops, classes and 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 the AWG Treasurer. Three of the four appointed members will be AWG past presidents. The fourth appointed member shall be an active member from the AWG General Membership.

B. The AWG President will nominate the four appointed AEFC members and their appointments 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, at the May Executive Board Meeting.

D. Any vacancy that occurs in the AEFC appointed members shall be filled by the AWG President nominating and the Elected Officers of the AWG Executive Board confirming the replacement. The new AEFC member will serve out the remainder of the term of the replaced member.

E. Active Guild members may serve more than one term on the AEFC, provided that there is a one-year gap in service between terms.

F. Disbursement of funds from the AWG Endowment Fund can only be made into AWG Operation Fund. Execution of the disbursement requires two signatories from the appointed AEFC members, one of which must be the AEFC Chair.

G. The Executive Board will submit a written request 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.

H. 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 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 from office of Officers or Chairpersons:

In the event that any elected Officer or Committee Chairperson 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 meeting will be held on the second Thursday of each month. If the Anne Arundel schools are closed due to inclement weather, there will be no General Meeting.

Section 2. Executive Board meetings will be held on the fourth Thursday of each month, unless rescheduled by the President for holidays or inclement weather.

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

ARTICLE VIII. EXECUTIVE BOARD

Section 1. The Executive Board of the Annapolis Woodworkers' Guild, Inc. shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, Program Chairperson, and Membership Chairperson who are voting members. The Newsletter Editor, The George Swisher Education Chair, Show & Tell Coordinator, Librarian, Charity Coordinator, Show Coordinator, Historian, Web Master, Photographer, Special Projects Coordinator, Tour Coordinator, Entertainment Coordinator, and AEFC Chair are NON-voting members **at Executive Board of Directors Meetings.**

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. Shall make recommendations to the Guild membership.

C. Shall perform such other duties as specified by these Bylaws.

ARTICLE IX. AMENDING THE BYLAWS

Section 1. The President shall appoint a committee to review the Bylaws every January. The committee shall make the changes deemed necessary and present them, to the AWG Board in February.

Section 2. The Executive Board-approved changes shall be distributed in 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 General Membership 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. In either case a quorum must be present. A two-thirds majority vote of the members present is required to accept the proposed changes to the Bylaws.

Section 5 Minor or one-time exceptions to the Bylaws, for the good of the Guild, may be taken if approved by the President and a majority of the members of the Executive Board. Each such exception shall be documented in the meeting minutes.

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 Executive Board meeting.

2. The recommendation to dissolve must be published in the next issue of the AWG Newsletter for membership review.

3. The recommendation to dissolve must be explained at the next 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 of the organization(s) selected to receive the Guild's assets.

ARTICLE XI. PARLIAMENTARY AUTHORITY

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.

ARTICLE XII. BYLAWS AMENDMENT AUTHORITY

The Amended AWG Bylaws were approved by the Elected Officers on 02-23-2017.

With a quorum present, at the AWG General Meeting on 03-09-2017, the Amended Bylaws were approved by a majority of members present.