

**BYLAWS
of the
Colorado Woodworkers Guild**

Article I Offices

Section 1: Location. The principal office of the Colorado Woodworkers Guild shall reside with the President and other members of the Board of Directors.

Article II Address

Section 1: The Guild address shall be:

Colorado Woodworkers Guild
Post Office Box 100996
Denver, CO 80250

Section 2: The Guild website address shall be:

www.coloradowoodworkersguild.org

Section 3: The Guild registered web domains are:

coloradowoodworkersguild.org
coloradowoodworkersguild.com
colowood.com

Article III Membership

Section 1: Eligibility. Any individual or organization interested in the purposes of the Guild shall be eligible for membership.

Section 2: Categories of Membership. The Guild provides the following categories of membership:

A. **ActiveMembers:** members who are current in their annual membership dues.

B. **HonoraryLifeMembers:** members invited and elected as honorary members by the Board of Directors and ratified by the membership at large. Honorary Life Members are not required to pay dues.

Section 3: Making Application for Membership. Individuals may apply for membership by completing a membership application form and submitting the form and a check, cash, or electronic payment of dues to a representative of the Membership Committee. The Membership

Committee will encourage new and renewing members to make application and dues payment through the Guild website.

Section 4: Voting and Holding Office. Only Active Members and Honorary Life Members shall be eligible to vote and/or hold office.

Section 5: Membership Year. The membership year shall be from January 1st through December 31 .

Section 6: Membership Records. The Guild shall maintain membership records including, at a minimum, member names, addresses, telephone numbers, dues payment date/amount, and email addresses. These records shall be maintained by the Membership Committee and be available for use under the direction of the Board of Directors.

Section 7: Membership Termination. Membership shall automatically terminate under the following circumstances:

- Upon request delivered by the member personally, by mail or email to the President, Membership Chair, or Board of Directors member, such termination to be effective on the date of delivery.
- Upon the death of the member.
- Upon the Member's failure to pay annual dues by April 1 of the year for which the dues are payable.

Section 8: Suspension and Expulsion. A member may be suspended or expelled for good cause by four-fifths (4/5) vote of the Board of Directors.

Article IV: Sponsorship

Section 1: Eligibility. Individuals, businesses, or other organizations may apply to the Board of Directors to become sponsors of the Guild.

Section 2: Sponsor Responsibilities. Upon acceptance by the Board of Directors, sponsors agree to support the Guild. Such support may include discounts to members, programs, materials, supplies, facilities, display space, financial, or other contributions as determined between the sponsor and Board of Directors.

Section 3: Guild Responsibilities to Sponsors. The Guild will maintain communication with sponsors, include periodic sponsor information in the Guild Newsletter, include sponsor information and website links in the Guild website, offer member-level access to the Guild

website, and supply up-to-date membership cards to Guild members so that sponsors may identify current Guild members.

Section 4: Dues. Sponsors are not required to pay dues.

Section 5: Voting, Holding Office, and Attending Meetings. Sponsors are not eligible to vote or hold Guild offices. Sponsor representatives can attend any Guild Membership Meeting.

Section 6: Individual Membership from Sponsoring Organizations. Individuals from sponsoring organizations may apply for regular individual membership as described in Article III of these Bylaws.

Section 7: Termination of Sponsorship. Upon request by the sponsor or recommendation by the Board of Directors, a sponsor's sponsorship shall be terminated.

Article V Dues

Section 1: Setting Annual Dues. Member dues shall be recommended by the Board of Directors and approved by a majority vote of the Active Members and Honorary Life Members present at the annual business meeting.

Section 2: Partial Year. New members joining after June 30th will be charged 50 percent of the annual rate. New members joining at other times shall be charged the full rate.

Section 3: Dues Payment Date. Member renewal dues are due in January of each year, but can be prepaid at any time. Active Members failing to renew by April 1 , will be removed to Inactive status and will have their membership privileges suspended. Inactive members will be reinstated to Active status upon payment of the full annual amount.

Section 4: Special Assessments. If deemed required, the Board of Directors shall recommend one or more special assessments. Any special assessment must be approved by a majority of the voting members present at any regular or special Membership Meeting.

Article VI Membership Meetings

Section 1: Monthly Membership Meetings. Monthly Membership Meetings shall be held each month at a time and place determined by the Board of Directors. Active Members and Honorary Life Members shall transact such business of the organization at its monthly meeting as may be proposed by the President or by the Board of Directors, and such other business as provided for by these Bylaws.

Section 2: Annual Business Meeting. An annual meeting of Active Members and Honorary Life Members of the organization shall be held at the January meeting each year. The meeting

shall be open to all members. The members shall receive reports from the Board of Directors and committees, give awards, install the new officers, and with a quorum present, conduct any other business as presented by the Board of Directors.

Section 3: Special Meetings. The President or a majority of the Board of Directors may call special Membership Meetings at any time. Only business within the purposes described in the meeting notice may be conducted.

Section 4: Notice of Meetings. Notice of Annual, Special, and Monthly meetings shall be posted in the newsletter and on the Guild website not less than one week or more than 90 days before the date of the meeting. The Guild will provide notice by electronic mail for members. Any matters to be submitted to a vote of members at any Membership Meeting shall be included in the notice of such meeting.

Section 5: Quorum and Voting. The quorum required for voting in membership meetings shall be 25 voting members or 15 percent of all voting members, whichever is the greatest. Each Active Member and honorary Life Member shall have one vote on any matter pending before the Membership. Except as is otherwise provided in the Constitution, when a quorum is present, any matter pending before the Membership shall be determined by a majority vote of the Active Members and Honorary Life Members present at a Membership Meeting.

Article VII Officers and Committee Chairs

Section 1: Officer Positions. Officers shall be Active Members or Honorary Life Members of the Guild who are elected to fill the following offices: President, Vice President, Secretary, Treasurer, and Director at Large.

Section 2: Officer Powers and Duties. The officers shall have the following powers and duties:

A. **President:** The President shall serve as the chief executive officer of the organization. The President shall preside at all meetings of the Guild, to include the Board of Directors, and subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Guild in accordance with policies and directives approved by the Board of Directors.

B. **VicePresident:** In the absence of the President, or in the event of President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all powers of, and be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by resolution, or as the President may from

time to time provide, subject to the powers and the supervision of the Board of Directors. The Vice President shall provide support and supervision to committees as assigned by the president.

C. Secretary: The Secretary shall be responsible for preparing and maintaining custody of minutes of all Membership and Board of Directors Meetings, and for authenticating the records of the organization, and shall give or cause to be given all notices in accordance with these Bylaws as required by law, and in general, shall perform all duties customary to the office of Secretary. The Secretary shall ensure that the Guild post office box is properly maintained with the US Postal Service. The Secretary shall be the custodian of the Guild logo and associated records. The Secretary shall provide support and supervision to committees as assigned by the president.

D. Treasurer: The Treasurer shall have the custody of and shall be responsible for all funds of the Guild. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Guild, and shall deposit all monies and other valuable property of the Guild in the name and to the credit of the Guild in such banks or depositories as the Board of Directors may designate. The Treasurer shall maintain the legal status of the Guild, including the Guild's registration as a Nonprofit Corporation in the State of Colorado. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts and shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Guild, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors and such other duties as shall from time to time be assigned by the Board. The Treasurer shall provide support and supervision to committees as assigned by the president.

E. Director at Large: The Director at Large shall be a primary liaison to the various committee chairs. He/she shall work to coordinate work across committees and assist in recruiting members for committee activities. The Director at Large shall also serve to backup the other officers in the event of their absence or disability.

Section 3: Committee Chairs. Each standing committee provided for in Section 1 of Article IX below shall consist in part of one or more Active Members or Honorary Life Members designated as the committee chair, who shall serve as the administrative head of that committee and be responsible to the Board of Directors for the performance of the duties and functions of such committee. Committee Chairs are to be appointed by the Board of Directors.

Section 4: Term of Office. Each officer and committee chair shall hold office for the term of one (1) calendar year and thereafter until a successor is elected or appointed. All officers and committee chairs shall be installed at the Annual Meeting. There shall be no limitations on the number of terms an individual may hold office or the chair of a committee.

Section 5: Election of Officers

A. Schedule for Elections. Officers will be elected by a majority vote of the Active and Honorary Life Members present at the regular November Membership Meeting each year.

B. Preparation of Candidate Slate. By September 30 of each year, the Nominating Committee will prepare a list of candidates, assemble a proposed election slate, and present the same to the Board of Directors at its regular October Meeting. The Board of Directors will consider and finally adopt the election slate at that meeting or any adjourned session thereof.

Section 6: Removal. Any officer or committee chair may be removed, either with or without cause, by the vote of a majority of the members at a special meeting called for this purpose; or by a majority vote of the directors present at any meeting of the Board of Directors, or by a superior officer upon whom such power of removal may be conferred by the Board of Directors.

Section 7: Resignation. Any officer or committee chair may resign at any time by delivering written notice to the President. Unless the written notice specifies a later effective date, the resignation will be effective when the notice is delivered.

Section 8: Vacancies. Vacancy in any office because of resignation, removal, disqualification, or any other cause may be filled for the unexpired term by an appointment of the Board of Directors. Vacancies of the President's office shall be filled by advancement of the Vice President, and the election of a new Vice President by a quorum of the membership. The candidate(s) for the new Vice President shall be identified by the Nominating Committee, approved by the Board of Directors, and presented to the membership for a vote at the next meeting following the creation of the vacancy.

Article VIII Board of Directors

Section 1: Composition. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Director at Large, and the Immediate Past President, who shall serve on the Board of Directors by virtue of their holding those offices. The President shall be the Chair of the Board.

Section 2: Power of Board and Qualifications of Directors. All Guild powers and business shall be exercised by or under the authority of the Board of Directors, and shall be managed under the direction of the Board of Directors.

Section 3: Interim Vacancies. Vacancies of Directors occurring between annual elections shall be appointed for the interim term by majority vote of the Board of Directors at the earliest practical time.

Section 4: Quorum. A quorum for Board of Directors meetings shall consist of a majority of all members of the Board of Directors.

Section 5: Meetings. The Board of Directors shall meet as needed at the call of the President, or when requested to meet by a majority of the Directors.

Article IX Committees

Section 1: Standing Committees. The Board of Directors has established standing committees in order to execute the work of the Guild. All committees shall exercise effective coordination with the Board of Directors and all other committees. Committee member terms shall be by the calendar year. Committees shall organize and plan so that the execution of their duties is ensured in the event of absences of key individuals. The Standing committees are:

A. Audiovisual Responsibilities: The Audiovisual Committee shall be responsible for setting up audiovisual equipment for all meetings; taking photographs and/or video of CWG events; and submitting photos and/or videos for use in the newsletter, and website.

B. Community Service Responsibilities: The Community Service Committee shall be responsible for establishing and leading the Guild community service and charitable projects. Such projects may include the year-round toy making effort, making birdhouse kits for children, making cabinets or furniture for donation, participating in various fairs and field days, and other charitable projects that may be approved by the Board of Directors.

C. Classes Responsibilities: The Classes Committee shall be responsible for establishing and scheduling classes during the year.

D. Library Responsibilities: The Library Committee shall be responsible for organizing and operating the Guild Library.

E. Membership Responsibilities: The Membership Committee shall be responsible for organizing and managing the Guild membership process and keeping membership records.

F. Newsletter Responsibilities: The Newsletter Committee is responsible for publishing the monthly Guild newsletter.

G. Nominating Responsibilities: The Nominating Committee shall be responsible for assembling an election slate each fall in preparation for the annual election. The Committee shall then assist the Board of Directors in the conduct of the annual election. The Committee shall also assist the President in identifying prospective committee members.

H. Programs Responsibilities: The Programs Committee shall be responsible for identifying, arranging, and conducting the programs for the monthly meetings and any special seminars, classes, master classes, and field trips during the year.

I. Publicity and Public Relations Responsibilities: The Public Relations Committee shall assist the Board of Directors and the committees with Sponsors and Public relations, including arranging for event publicity.

J. Shows and Exhibits Responsibilities: The Show and Exhibits Committee shall arrange for Guild participation in various shows and exhibits during the year, including the Guild Show & Tell at monthly meetings. Such participation may offer members opportunities to exhibit their work in juried or non-juried events.

K. Social and Refreshments Responsibilities: The Social and Refreshments Committee shall be responsible for arranging Guild social events, including providing refreshment at monthly meetings and special events.

L. Website Responsibilities: The Website Committee shall be responsible for the establishment and ongoing maintenance of the Guild website. The Committee Chair shall serve as the Guild Webmaster.

Section 2: Special Committees The President, with the approval of the Board of Directors, may establish special committees as required.

Article X Miscellaneous

Section 1: Fiscal Year. The fiscal year of the Guild shall be from January 1 to December 31, or such other period as the Board of Directors may fix.

Section 2: Guild Logo. The Secretary shall be responsible for keeping the Guild logo and all associated documents.

Section 3: Guild Website. The Website Committee shall establish and maintain the Guild website, including maintaining appropriate hosting contracts with the hosting service and maintaining the proper domain name registration.

Section 4: Guild Post Office Box. The Guild post office box shall be secured, managed, and maintained by the Secretary.

Section 5: Guild Registration as Nonprofit Corporation. On April 19, 1993 the Guild registered with the Secretary of State for the State of Colorado under the Colorado Nonprofit Corporation Act as Colorado Woodworkers Guild, Inc. with the ID #19931041275.

Date Ratified: 2016 November 15