

BYLAWS of the Colorado Woodworkers Guild, Inc.

Article I: Purpose

Section 1 : Purpose. The purpose of the Colorado Woodworkers Guild (Guild) is to encourage all interested people to develop their knowledge, improve their craftsmanship, and to enhance their creative expression in all aspects of woodworking

Section 2 : Accomplishment. The Guild will accomplish its purpose through the sharing of information, providing educational opportunities, facilitating social interactions and fostering community service.

Article II: Office and Mailing Address

Section 1:-Office. The principal office of the Guild shall reside with the President or other designated Officer of the Guild.

Section 2 : Mailing Address.

The Colorado Woodworkers Guild.
CO: Rockler Woodworking and Hardware
2553 S Colorado Blvd, #108
Denver, CO 80222

Article III: Membership

Section 1 : Eligibility. Any individual or organization interested in the purpose of the Guild is eligible to become a member (Member).

Section 2 : Categories of Membership.

A: Active Members: Members who are current in their annual membership dues:

B: Honorary Life Members: Members invited and elected as honorary members by the Board of Directors (Board) and ratified by the Members. Honorary Life Members are not required to pay dues.

C: Other Member Categories. The Board may add other Member categories.

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

Section 4 : Voting and Holding Office. Only Members shall be eligible to vote, hold office or serve on the Board.

Section 5 : Membership Year. The membership year shall be from January 1 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, and email addresses. These records shall be maintained by the Membership Committee, remain confidential but can be available for use by the Board.

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

- Upon written request delivered by the Member to the President, Membership Chair, or Board member. Termination shall be effective on the date of delivery unless a later date is specified in the request.
- 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 2/3rds vote of the Board.

Article IV: Dues

Section 1 : Setting Annual Dues. Member dues shall be recommended by the Board and approved by Members at a Meeting.

Section 2 : Partial Year. New members joining after September 30th will also have paid the following years dues.

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

Article V: Sponsorship

Section 1 : Eligibility. Individuals, businesses, or other organizations will be approved by the President or designee.

Section 2 : Sponsor Responsibilities. Sponsors agree to support the Guild. Such support may include discounts to members, programs, materials, supplies, facilities, display space, financial, or other contributions.

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

Section 4 : Membership. Sponsors will receive one Membership, without charge, for each year they are sponsors.

Section 5 : Termination of Sponsorship. Sponsorship shall be terminated by written notification by the sponsor or the Guild through its President, or designee.

Article VI: Membership Meetings (Meetings)

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

Section 2 : Annual Business Meeting. An annual meeting of Members shall be held at the January Meeting each year. The Members shall receive reports from the Board and committees, give awards, install the new officers, and with a quorum present, conduct any other business as presented by the President.

Section 3 : Special Meetings. The President, with the approval of the majority of the Board, may call a Special Meeting with a 7-day notice to the Members. Only business within the purposes described in the meeting notice may be conducted.

Section 4 : Notice of Meetings. Members shall be notified of meetings via the Guild newsletter, website or electronic mail.

Section 5 : Quorum and Voting. The quorum required for voting in Membership Meetings is 15 percent of Members. For purposes of determining a quorum, and for voting, Members attending the meeting in person or by video conference will be counted as present. Each Member shall have one vote.. When a quorum is present, any matter pending before the Membership shall be determined by a majority vote of the Members present. -

Article VII: Officers

Section 1 : Officer Positions. Officers shall be Members of the Guild who are elected to fill the following offices: President, Vice President, Secretary and Treasurer.

Section 2 : Duties and Responsibilities. The officers shall have the following duties and responsibilities:

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

B. Vice President: 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, be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board may prescribe by resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board. 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 Meetings, and for authenticating the records of the Guild, 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 be the custodian of the Guild logo and all legal documents of the Guild. 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 and any reports or tax returns that are required. Whenever requested, 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 and such other duties as shall from time to time be assigned by the Board. The Treasurer shall provide support to the Membership Committee and other committees as needed. The Treasurer shall also maintain adequate Liability Insurance for the Guild.

Article VIII: Board of Directors

Section 1 : Composition. The Board shall consist of the Officers and 1 to 5 Director(s) at Large. The President shall be the Board Chair.

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

Section 3 : Term of Office. Each Board member shall hold office for the term of one (1) calendar year. All Board members shall be installed at the Annual Meeting. There shall be no limitations on the number of terms an individual may be on the Board.

Section 4 : Election of Board Members.

A. **Preparation of Candidate Slate.** Prior to the October Meeting, the Board will prepare a list of candidates and present them to the Members at the October Meeting. Other Members are encouraged to run for the Board.

B. **Elections.** If a quorum is present, Board Members will be elected by a majority vote of Members present at the November Meeting each year.

Section 5 : Removal. Any Board Member 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. -

Section 6 : Resignation. Any Board Member 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 7 : Vacancies. A vacancy in any Board position because of resignation, removal, disqualification, or any other cause may be filled for the unexpired term by an appointment of the Board. Vacancies of the President's office shall be filled by advancement of the Vice President, and the election of a new Vice President by the Members. The candidate(s) for the new Vice President shall be proposed by any Member and presented to the membership for a vote at the next meeting following the creation of the vacancy.

Section 8 : Quorum. A quorum for Board meetings shall consist of a majority of all members of the Board.

Section 9: Meetings. The Board shall meet as needed at the call of the President, or when requested to meet by a Board majority.

Section 10: Recording of Dissenting Opinions. Any Board member with a dissenting opinion may optionally have their objections formally recorded in meeting minutes.

Article IX: Committees

Section 1 : General. All Committees and Committee Chairs report to the President and the President has the authority to assign other projects for each committee within their purview.

Section 2 : Standing Committees. The following Standing Committees help execute the work of the Guild. All committees shall exercise effective coordination with the Board and all other committees. Committees shall organize and plan so that the execution of their duties is ensured in the event of absences of key individuals.

A. Membership: The Membership Committee recruits and retains Members, manages membership processes, keeps accurate records, and produces and distributes Member ID cards and name badges.

B. Education: The Education Committee organizes and conducts programs for monthly meetings, educational classes, mentoring sessions, and special seminars.

C. Social: The Social Committee arranges and coordinates social activities such as picnics, parties, field trips, and shop tours, ensuring members feel welcome and engaged.

D. Community Service: The Community Service Committee leads community service and charitable projects, including the year-round toy-making effort and other approved projects.

E. Communications: The Communications Committee handles communications strategy, content management for the website and social media, shared data drive content, member and marketing materials, the newsletter, photographers, and local media relations.

F. Information Technology: The Technology Committee manages platforms for the website, social media, video conferencing, shared data drives or other data archival assets, audiovisual equipment, and IT accounts for email, hosting, and payments.

Section 3 : Other Committees. The President may establish other committees as needed to help conduct the business of the Guild. Once created they shall be documented in the Guild Policies and Procedures,

Section 4 : Committee Chairs. Committee Chairs serve as the administrative head of their Committee and are responsible to the President for the performance of the duties and functions of their Committee.

Article X: Revision of the Bylaws

Section 1 : Proposed Revisions. Any Member may propose a change or revision to the Bylaws, in writing, to the Board.

Section 2 : Review. The Board will review the proposed Bylaws revision and make recommendation to the Members.

Section 3 : Approval. With a quorum present a proposed amendment to the bylaws will pass with a two-thirds vote.

Article X1: Dissolution

Section 1 : Resolution to Dissolve. Any Member may propose the dissolution of the Guild by making a motion to the Board stating the reason for dissolving the Guild.

Section 2: Board Recommendation. The Board will deliberate on the motion and present their recommendations to the Members along with the Resolution.

Section 3 : Member Vote. With a quorum present, the motion will require two-thirds of the Members present to pass.

Section 4 : Upon Dissolution. The Board shall distribute the assets of the Guild to organization(s) organized with similar purposes and operating as exempt organizations under Section 501c(3) of the Internal Revenue Code.

Article XII: Indebtedness

Section 1: Cash Basis. The Guild operates, and maintains its book and records, on a cash basis.

Section 2: Indebtedness. The Guild shall not incur any debt unless approved by 2/3's of the Board.

Article XIII: Miscellaneous

Section 1 : Fiscal Year. The fiscal year of the Guild shall be from January 1 to December 31.

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

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

Section 4: Insurance. The Guild shall maintain adequate Liability Insurance.

Section 5 : Nonprofit Corporation. On April 19,1993, the Guild registered with the State of Colorado as a Colorado Nonprofit Corporation and filed its initial Articles of Incorporation. Those Articles were amended on January 31, 2024.

Section 6: IRS 501(c)(3) Designation. The Guild received 501(c)(3) status with the Internal Revenue Service on March 29, 2024

Date Ratified: _____ 2024