



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

ARTICLE I
Name

- 1.1 The name of the corporation shall be The Woodworkers Guild of Georgia, Inc. (Referred to as the "Guild")

ARTICLE II
Purpose

- 2.1 The Guild shall be incorporated as a non-profit organization under the laws of the State of Georgia and except as set forth herein shall be governed by O.C.G.A. § 14-3-101 et seq. exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding section of any future federal tax code), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).
- 2.2 The Guild may not engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of such purpose. Specifically, but without limitation other than as described in this paragraph and elsewhere in these bylaws.
- 2.3 The Guild is organized to advance the art and understanding of fine woodworking for the purpose of encouraging cooperation and free discourse among woodworkers and others engaged in woodworking activities and advancing the crafts of woodworking, carving and other related skills for educational, artistic and charitable endeavors. As a non-profit organization, the corporation will serve educational, charitable and cultural programs.
- 2.4 To have and possess all the rights, powers and privileges given to corporations by common law, to sue and be sued, to borrow money and secure the payment of same by notes, bonds and mortgages upon personal and real property, and to rent, lease, purchase, hold, sell, and convey such real and personal property as may be necessary and proper for the purpose of erecting buildings and for other proper objectives of such corporation, to receive dues and donations for carrying out the objectives of this organization.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

ARTICLE III
Membership

3.1 Membership Requirements and Fees. Membership in the Guild shall be open to all persons 18 years of age or older – who support the purpose of the Guild and are in good standing with respect to payment of fees and observance of the published rules, regulations and policies of the corporation. Each member shall be required to pay an annual membership fee to the Guild in an amount fixed by the Board from time to time and approved by a vote of the members.

3.1.1 ACTIVE MEMBERS are individuals interested in promoting the purposes of the Guild. Members are entitled to vote, listing in the Guild Register of Members, participation in all Guild programs and activities, and all privileges described in the Articles of Incorporation, the Bylaws and the Policies of the Guild. Membership requires that the Member pay the annual membership dues.

3.1.2 LIFE MEMBERS are Guild members who are recognized as having provided extraordinary service and contributions to the Guild over a period of years. Those members elected by the Board of Directors as Life Members have all rights and privileges of Active members and are exempt from paying dues.

3.1.3 PATRON SPONSORS are organizations, companies, businesses and/or individuals that extend special privileges or assistance to the Guild or its members who support the Guild through providing programs, materials, supplies, display space and payment of special dues as may be determined by the Board of Directors.

3.1.4 FAMILY MEMBERS are family members of, and living in the same household as, an Active member or a Life Member. A member of the family may request registration as an Active member with full member privileges at no cost by submitting an application for membership.

3.1.5 MENTEE is a Member who is guided and educated by another Member as a Mentor to advance the art and understanding of fine woodworking..



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

3.2 Membership Year - The 12-month membership year shall be based on the anniversary date upon which a member first joins the Guild unless that anniversary has been previously set as January 01 as is the case for members prior to March 2019.

3.3 Membership Dues - Membership dues shall be recommended by the Board of Directors and approved by a majority vote of the active members present at the annual business meeting or called special meeting. Dues are due on or before the anniversary date.

3.3.1 If dues are not paid within 60 days of being due, the member will be dropped from active membership. They may rejoin at a future date.

3.4 Membership Status

3.4.1 Active "membership in good standing" is renewed each year by payment of membership dues in full not later than 60 days after due.

3.4.2 A membership shall be considered expired if payment of dues is not received within 60 days after due date.

3.4.3 A member's ability to participate in Guild activities, The Woodworking Show, Symposium, Demonstration, Scholarships, Member-Only sections of the Website, and Library usage requires an active membership in good standing.

3.5 Regular Meetings of Members. Meetings of the Guild shall be held at a suitable place convenient to the members as may be designated by the officers of the Guild. The location will be decided upon by the officers and will be at a venue as convenient thereto as possible and practical.

3.6 Annual Business Meeting - There shall be an annual Business Meeting of the members typically held at the November meeting of members at such place and time as designated by the officers of the Guild and officers shall determine to receive reports of the outgoing officers, to install new officers and directors to the Board for the ensuing year and to transact such other business as may come before the meeting. Reasonable notice of such meeting shall be communicated to the membership.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

- 3.7 Organization - The President, or, in the President's absence, the Vice President, shall preside over all meetings of members. In the absence of the President and Vice President, the Treasurer shall preside over all meetings of members.
- 3.8 Voting and Holding Office - Only individuals who hold Active membership shall be eligible to vote and/or hold office.
- 3.9 Voting - Each Active member in good standing shall have the right to one vote on each matter submitted to a vote at a meeting of members. The vote of a majority of the members present at a duly called meeting of members at which a quorum is present, at the beginning of the meeting, shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the articles of incorporation of the Guild or these bylaws. Cumulative voting shall not be allowed. The President (or another presiding officer) shall preside and shall not vote unless necessary to resolve a tie vote.
- 3.10 Special Assessment - Special assessments shall be recommended to the membership by the Board of Directors for approval by majority vote of those present at the meeting. Notice of the purpose of the special assessment must be given in due form to the membership at least thirty (30) days prior to the Annual Business or Special meeting at which time a vote will be taken on each proposed item.
- 3.11 Special Meeting - Shall be governed by the provisions of O.C.G.A. § 14-3-702 and § 14-3-705.
- 3.12 Quorum Except as otherwise provided in these bylaws, the presence in person or by proxy of Members representing ten percent of the total votes in the Guild shall constitute a quorum at all meetings of the Guild.
- 3.13 Parliamentary Rules- Parliamentary Rules as provided in "Robert's Rules of Order" shall govern all proceedings and deliberations of the Guild not specifically set forth herein.

ARTICLE IV



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

The Governing Body

- 4.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Guild shall be managed under the direction of the officers. The Board shall have the responsibility to assure that the Guild and its membership are acting in accordance with the purposes of the Guild set forth in Article II of these bylaws and may take such action within its general powers to protect and preserve those purposes.
- 4.2 Number of Directors and Composition of Board. The number of Directors that constitute the Board shall be as many needed as determined by the Board and shall be composed of the following:
- 4.2.1 One Director shall be the person then serving and elected in accordance with Article V of these bylaws, as President.
- 4.2.2 One Director shall be the person then serving and elected in accordance with Article V of these bylaws, as Vice President.
- 4.2.3 One Director shall be the person then serving and elected in accordance with Article V of these bylaws, as Secretary.
- 4.2.4 One Director shall be the person then serving and elected in accordance with Article V of these bylaws, as Treasurer.
- 4.2.5 One Director shall be the person then serving and elected in accordance with Article V of these bylaws, as Immediate Past President.
- 4.2.6 The remaining Directors shall be individuals elected by the membership at their annual meeting and will have a specific responsibility as directed by the President such as but not limited to the following functions of the organization: Director of Communications; Director of Patron Sponsors; Programs Committee Chairman; Director of Scholarship; Director of Symposium; Director of Library; Director of Newsletter; Director of Membership; Director of Website; Director of Audio/Visual. Some responsibilities may be assigned to multiple Directors and/or some Directors may be assigned to multiple responsibilities. Directors with no specific assigned responsibilities shall be referred to as Directors-at-Large.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

- 4.3. Tenure of Directors - Except as otherwise provided by these bylaws, each Director elected at an annual membership meeting shall serve for a one-year term starting January 1st or until the Director sooner dies, resigns, is removed or becomes disqualified. Except the Symposium Director which will have overlapping directors till current year functions are completed, there is no limit on the number of consecutive terms that a Director can serve.
- 4.4. Removal and Resignation of Directors. A Director may resign at any time by delivering written notice to the Board, its presiding officer. A resignation is effective when the notice is effective unless the notice states a later date. If a resignation is made effective at a later date, the vacancy may be filled before the effective date so long as the successor does not take office until the effective date. The Board may remove a Director at any time with or without cause by a vote of seventy-five percent of all Directors in office providing that a one week notice of intent to consider such removal is given to the Director. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director shall not of itself create contract rights.
- 4.5. Vacancy on the Board. A vacancy on the Board shall be filled by an individual appointed by the President with the approval of the Board. Individuals filling vacancies shall hold office for the remainder of the relevant term.
- 4.6. Action Without a Meeting. Action required or permitted by the Act to be taken at a Board meeting may be taken without a meeting if the action is assented to by all members of the Board. The action may be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consent under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a vote taken at a duly called meeting and may be described as such in any document.
- 4.7. Committees. From time to time the Board, by a resolution adopted by a majority of the Board, may appoint any committee or committees for the purpose of delegating, to the extent lawful, such powers of the Board in the general management of the business and affairs of the Guild as the Board may determine, or for the purpose of assisting the Board in the exercise of those powers, in each case, as specified by the Board in the resolution of appointment. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business. Each



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

committee shall keep regular minutes of its meetings and report the same to the Board upon request.

- 4.8. Regular Meetings. Regular meetings of the Board shall be called by the President, or when requested to meet by a majority of the entire Board and shall be held at such time and place as may be determined by the President or by the Board if called by the majority of the entire Board. Any or all Directors may participate in a regular meeting by, or conduct the meeting using, any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a regular meeting by this means is deemed to be present at the meeting.
- 4.9. Special Meetings. Special meetings of the Board may be called by or at the request of the President or by a majority of the entire Board. The person(s) authorized to call special meetings of the Board may fix any location within the State of Georgia as the place for holding any special meeting of the Board. Any or all Directors may participate in a special meeting by, or conduct the meeting using, any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a special meeting by this means is deemed to be present at the meeting.
- 4.10. Call and Notice of Meetings. Regular meetings may be held without notice, other than a resolution of the Board fixing the date, time and place of such meeting. Special meetings of the Board must be preceded by at least two weeks' notice to each Director of the date, time, and place of the meeting. An action by the Board to remove a Director is not valid unless each Director is given at least seven days' written notice that the matter will be voted upon at a Directors' meeting, or unless notice is waived. The President, the Vice President, or by a majority of the entire Board may give notice of a meeting of the Board.
- 4.11. Waiver of Notice. A Director may waive notice of a meeting. The waiver must be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director objects to lack of notice and does not thereafter vote for or assent to the objected to action.
- 4.12. Quorum and Voting. Unless otherwise provided, a quorum of Directors consists of majority of the Directors in office before a meeting commences. If a quorum is



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board. A Director who is present at a meeting of the Board when corporate action is taken is considered to have assented to the action taken unless:

- 4.12.1 The Director objects at the beginning of the meeting to holding the meeting or transacting business at the meeting; the objection entered in the minutes of the meeting.
 - 4.12.2 The Director votes against the action and the vote is entered in the minutes of the meeting.
 - 4.12.3 The Director's dissent or abstention from the action taken is entered in the minutes of the meeting.
 - 4.12.4 The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Guild immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action.
- 4.13. Compensation. No Director shall receive compensation for any services that the Director may render to the corporation. However, with the prior approval of the Board, (a) any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties and (b) any Director may be paid for special demonstrations or services (outside the regular duties of the Director to the corporation) performed by the Director for the corporation.

ARTICLE V
Officers

- 5.1. Enumeration. The elected officers of the Guild shall be a President, a Vice President, Secretary, a Treasurer, and the Immediate Past President. Each of these elected officers (the "Elected Officers") shall be members of the Board as set forth in article IV of these bylaws during their tenure as Elected Officers.
- 5.2. Powers. Subject to law, the articles of incorporation of the Guild and to the other provisions of these bylaws, each officer shall have, in addition to the duties and powers described in these bylaws, such duties and powers as are commonly incident to the office and such additional duties and powers as the Board may from time to time designate.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

5.3. Election and Tenure of Officers. The members, at their annual meeting, shall elect the Elected Officers. The individuals will serve as Elected Officers for a one-year term starting at the beginning January 1st or until the Director sooner dies, resigns, is removed or becomes disqualified. Officers may serve no more than two (2) consecutive terms in the specific office. Reelection to the same office following a one-year break is permitted. A vacancy in an elected office shall be filled by an individual appointed by the President with the approval of the Board, and the duration of such appointment shall be for the remainder of the term.

5.4. President. The President shall be the principal executive officer of the Guild and subject to the oversight of the Board, shall in general supervise and control all the business and affairs of the Guild. The President shall, when present, preside at all meetings of the Board, unless a chairman of the Board shall have been designated by the Board. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

- 5.5. Vice President. The Vice President, in the absence of a President or in the event of the President's death, inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such duties and powers as shall be set forth in these bylaws or as shall be designated from time to time by the President. The President shall actively engage the Vice President in all substantive conversations concerning the Guild. Together, they should actively work as active partners in anticipation of the Vice President assuming that future role and it should be the responsibility of the President to assure that happens.
- 5.6 Secretary shall: (a) keep the minutes of the proceedings of the Board and the members annual business meeting in one or more data files provided for that purpose; (b) ensure that all notices to be given under these bylaws are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the Guild; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President.
- 5.7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board; (c) Provides monthly treasurer's report to the Board. (d) Prepare and present an annual budget to the Board (e) when in the absence of a President and a Vice President, perform the duties of the President; and (f) in general, perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President.
- 5.8 Immediate Past President shall serve for one year immediately following his/her term as President and shall assist President with smooth transition with the new Board and perform such duties as may be directed by the President. If ineligible or otherwise unavailable at the time of the annual election, a member of the Guild at Large shall be elected, with preference to those previously having held the office of President.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

5.9. Compensation. No officer shall receive compensation for any services that the officer may render to the corporation. However, with the prior approval of the Board or the President, any officer may be paid for special demonstrations or services (outside the regular duties of the officer to the corporation) performed by the officer for the corporation.

ARTICLE VI
Election of Officers and Directors

6.1 Eligibility - Any Active member in good standing may be elected to serve as an Officer or Director of the Guild.

6.2 Length of Terms - As provided in Article IV and V.

6.3 Process of Nomination and Election - The President in September shall appoint a chairperson to form a nominating committee. The committee will bring a recommended slate of Officers and Directors before the Board by the November board meeting.

6.3.1 The slate of Officers and Directors then will be presented to the membership at the annual business meeting. Additional nominations from the floor will be accepted provided that the person nominated has agreed to serve and understands the commitments involved. The members present will vote and the nominee receiving the most votes cast for each position shall be declared to be duly elected.

ARTICLE VII
Books and Records

7.1 The Guild shall keep correct and complete records, including (a) minutes of the proceedings of its members, Board and any committees of the Board, and (b) an updated record of the names and addresses of the voting members of the Guild. All books and records of the Guild may be inspected by any member (or the agent or attorney of any member) for any proper purpose at any reasonable time.

ARTICLE VIII
Fiscal Year



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

8.1 The fiscal year of the Guild shall be calendar year starting January 1st and ending on December 31st.

**ARTICLE IX
Emergency Bylaws**

9.1 Unless the articles of incorporation provide otherwise, the Directors of the Guild may adopt, amend, or repeal bylaws to be effective only in an emergency, which is defined as when a quorum of the Guild's Directors cannot be readily assembled because of a catastrophic event. The emergency bylaws may provide special procedures necessary for managing the corporation during the emergency, including: (a) how to call a meeting of the Board; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Directors. Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation and may not be used to impose liability on a corporate Director, officer or employee. The provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. A Guild Director, officer or employee is not liable for deviation from normal procedures if the conduct was authorized by emergency bylaws adopted as provided in this section.

**ARTICLE X
Insurance**

10.1 The Guild will maintain insurance policies as directed from time to time by Officers and Directors such as Officers and Directors Liability, General Liability for the Guild, and Accident coverage for members at Guild events.

**ARTICLE XI
Indemnity**

11.1 The Guild shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Guild) by reason of the fact that such person is or



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

was a director, officer, employee or agent of the Guild against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in a manner such person reasonably believed to be in or not opposed to the best interests of the Guild, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

ARTICLE XII
Dissolution of the Guild

12.1 Proceedings to dissolve The Woodworkers Guild of Georgia shall begin immediately upon a two-thirds majority vote of the Membership entitled to vote and a majority vote of the Directors then in office is required for dissolution of the corporation.

12.1.1 Dissolution proceedings can be initiated only after conclusive evidence establishes that no other reasonable alternative exists.

12.1.2 Dissolution Proceedings. Upon dissolution of the Guild, any assets remaining after payment of debts and owing at the time of dissolution shall be distributed to an entity or entities as directed by a majority of the Board. Assets shall be distributed for one or more exempt purposes within the meaning of section 501c(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE XIII
Amendments

13.1 The bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of two-thirds of the members present and voting at a regularly scheduled meeting, provided that notice of the proposed changes be given to the membership at least 30 days prior to the meeting. Results from such actions shall be recorded by the secretary and filed with other legal documents. Bylaws, which are not inconsistent with the Articles of Incorporation, may be adopted.



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

ARTICLE XIV
Notes on Bylaws

- 14.1 The bylaws were amended May 1997. The bylaws were last amended in 1993. The amendments were not incorporated into the document until May 1997. They were as follows:
- 14.1.1 Article IV. Sections B.3 through B.6 were added for the purpose of specifying the lengths of terms of office and number of Directors. In addition, both continuity and a desirable rate of turnover were provided for. In May 1997 an editorial change was made to Article VI - B in this document to make it refer to the 1993 changes and striking its text which conflicted with the change. This was an apparent oversight made during the 1993 changes.
- 14.2 The bylaws were amended 12/13/2004 to resolve and clarify issues of Board composition and Officers' terms of office.
- 14.3. The bylaws were last amended on 5/10/2010 to resolve and clarify issues with Director at large terms, Special Meeting, Membership Year, Membership Dues.
- 14.4 The bylaws were last amended on 5/9/2011 to resolve and clarify issues with Membership Dues of new members.
- 14.5 The bylaws were amended on 5/13/2013 to resolve and clarify issues with the Corporation name, function and Purpose of Guild now that we are exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, Also clarify Membership requirements and status, Voting, Governing Body, Officers, Addition of Article VII, VIII¹, IX
- 14.6 The bylaws were amended on 5/12/2014 to change the Board of Directors start date to February 1st for one year and the Officers start date to February 1st for one year. Create an exception for the Symposium and Wood show Directors which will have overlapping directors till current year functions is completed. See ARTICLE IV 4.3, ARTICLE V 5.3, ARTICLE VI 6.3

¹ a



BYLAWS
OF
The Woodworkers Guild of Georgia, Inc.
Revised: November 02, 2020

- 14.7 The bylaws were amended on 10/08/2018 to specify: Officers may serve no more than two (2) consecutive terms in the specific office. Reelection to the same office following a one-year break is permitted. See ARTICLE V, 5.3. In addition, the words “or third” were deleted (apparently an error carried over from a previous version). See ARTICLE V, 5.8.
- 14.8 The bylaws were amended on 02/13/2020 to reflect updates to membership anniversary cycles under the new Membee membership platform, timing of the annual business meeting and Board member starting dates, insurance, and several incidental grammatical, word and format edits. Added new Article X in front of the prior X and renumbered the subsequent articles XI, XII XIII, and XIV.