



# By-Laws of the Saint Louis Woodworkers Guild

## Revisions

Version #	Date	Amendment	Author
1.0	08/2014	Initial release	
2.0	10/2017	Revisions	
2.0	3/2023	Articles 5,7,9	Jay Noffsinger

## **Article 1**

### **Name**

The name of the association shall be the Saint Louis Woodworkers Guild

## **Article 2**

### **Purpose**

The purpose of the Guild shall be to encourage and educate members and non-members to enjoy and enrich their woodworking skills and experiences in a safe manner and to use their skills in community service.

## **Article 3**

### **Membership**

Section 1: Membership shall be open to any person who is interest in furthering the Guild's purpose and objectives. Applicants must be a minimum of 16 years old to qualify f or membership

Section 2: Guild dues shall be established annually by the Executive Board in accordance with these By-Laws.

Section 3: "Sponsorship" shall be open to any organization, local or national, upon the invitation and approval of the Executive Board. "Sponsors" shall have no vote at Guild meetings but may exhibit their products at Guild meetings or shows when invited by the Executive Board. Sponsoring organizations shall be entitled to one complimentary membership.

Section 4. Honorary life memberships may be granted in special circumstances upon proposal by the President and approval by 75% of the Executive Board.

Section 5. A Membership Coordinator, appointed by the President, with the approval of the Executive Board, shall maintain the official record of Guild members, and shall issue membership cards and meeting name badges.

## **Article 4**

### **Officers**

Section 1: The Officers of the Guild shall be President; Vice President, Secretary, Treasurer and four Directors. These Officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by the Guild.

Section 2: At the regular meeting held in September, a nominating committee of three members shall be appointed by the President. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting in April. The Nominating Committee shall report at the regular meeting in March. Before the election at the Annual Meeting in April, additional nominations from the floor shall be permitted. Officers may be elected to consecutive terms of office.

Section 2.1: The President shall not be on the Nominating Committee.

Section 2.2: The Nominating Committee shall find the best candidate for each office.

Section 2.3: The Committee is not required to find more than one candidate to fill each open office. All members of the Guild, in good standing, including members of the Committee, are eligible for each office. .

Section 2.4: The Committee shall interview each potential candidate to determine at a minimum their willingness to serve, what positions in the Guild they have held, what leadership positions they have held in other organizations, what kind of work they have done during their working career, what activities beyond the Guild they are involved in at present, what their vision is for the Guild, and how they would see changing or strengthening various Guild programs.

Section 2.5: The Nominating Committee shall announce its nominees for all open offices at the March board meeting and at the March Guild meeting.

Section 2.6: The Committee chairman shall report their selected candidates to the Guild Board at the March Board meeting and to the Guild members at the March Guild Meeting. The committee shall repeat this announcement at the Annual Guild Meeting in April before a vote is taken. When more than one qualified candidate is identified, candidates other than the selected candidates may be nominated from the floor at the Annual Meeting by members of the Committee other than the chairman of the Committee.

Section 2.7: Nominations from the floor shall be solicited when the Committee announces its nominees at the March Guild meeting and again at the Annual Guild Meeting in April before a vote is taken.

Section 3: The President, Vice President, Secretary and Treasurer shall be elected by show of hands or ballot to serve for one year and their term of office shall begin at the close of the Annual meeting at which they are elected. Directors shall be elected for a term of four years. One Director shall be elected annually.

Section 3.1: Following the nominations report at the Annual Meeting in April, the President shall call for nominations from the floor. Each office shall be elected before moving on to the next open office.

Section 3.2: When offices have more than one candidate, each candidate shall be invited to briefly explain their qualifications to the members attending the Annual meeting before the balloting begins.

Section 3.3: When only one candidate is nominated for an office, the vote may be taken by a show of hands. For offices where is more than one candidate nominated, the vote shall be by written ballot.

Section 4: No member shall hold more than one elected office at a time.

Section 5: The President shall be responsible for the smooth operation of the Guild, will serve as the primary spokesperson for the Guild, shall preside at all meetings of the Guild and Executive Board, and shall appoint all standing and special committees, except the Program Committee.

Section 6. The Vice President shall serve in the absence of the President. The Vice President shall appoint the members of the Program Committee and shall preside at its meetings. The Vice President and Program Committee shall be responsible for the programs at the monthly meetings of the Guild. The Classes and Workshops Coordinator shall serve on the Program Committee.

Section 7. The Secretary shall keep a record of all meetings of the Guild and the Executive Board and make all legal and tax filings with the State of Missouri and the federal government.

Section 8. The Treasurer shall maintain the financial records of the Guild, maintain the Guild banking accounts, prepare for the annual audit, and report regularly to the Executive Board and Guild.

## **Article 5**

### **Meetings**

Section 1: The regular meeting of the Guild shall be held on the third Thursday of each month, except December, unless otherwise ordered by the Guild or by the Executive Board.

Section 2: The regular meeting in April shall be known as the Annual Meeting and shall be for electing officers, adopting an annual budget, receiving reports of officers and committees, and for any other business that may arise.

Section 3: Special Meetings can be called by the President or the Executive Board or called upon the written request of ten members of the Guild. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days' notice shall be given.

## **Article 6**

### **The Executive Board and Advisory Board**

Section 1: The Officers and Directors of the Guild, and the immediate past president of the Guild, shall constitute the Executive Board. Five members of the Executive Board shall constitute a quorum.

Section 2: The Executive Board shall have general supervision of the affairs of the Guild between business meetings, fix the hour and place of meetings, serve as the finance and budget committee, make recommendations to the Guild and shall perform such other duties as are specified in these By-Laws. The Executive Board shall be subject to the orders of the Guild, and none of its acts shall conflict with action taken by the Guild.

Section 3: A five-year plan shall be drafted and maintained by the Executive Board and shall include the objectives, priorities, and budget and equipment needs for the next five-year period. The plan should be considered a living document and the plan shall be reviewed and updated once a year, in October. The President shall oversee the review and the review must include a quorum of the Executive Board.

Section 4: Unless otherwise ordered by the Executive Board, regular meetings of the Executive Board shall be held monthly. Special meetings of the Executive Board may be called by the President or upon the written request of four members of the Executive Board.

Section 5. When there is a vacancy on the Executive Board, the President, with the approval of the Executive Board, shall appoint a replacement to temporarily fill the vacancy until the vacancy can be filled.

Section 6: An Advisory Board consisting of those holding the following positions and any Guild members

appointed by the President shall provide information and advice to the Executive Board and at its meetings as non-voting members.

Web Master

Toy Committee Chair

Community Outreach Committee Chair

Shop Manager

Classes and Workshops Coordinator

Membership Coordinator

Marketing and Membership Committee Chair

Newsletter Editor

Legal Counsel

Section 7: A Community Outreach Committee of two or more members shall be appointed by the President, with the approval of the Executive Board, to provide leadership for the Guild's programs of making and distributing wooden products to various St. Louis based charity organizations. Such products have included book boxes and children's desks for the Bring-Me\_A-Book St. Louis organization, and small tables and other furniture pieces for clients of the Home Sweet Home organization who are escaping abusive situations and those living in poverty. Over time these charities may change and additional charities may be approved by the Executive Board.

## **Article 7**

### **Committees and Appointments**

Section 1: The Executive Board shall function as a Finance and Budget Committee of the Guild. It shall monitor the finances of the Guild and prepare a budget for the next fiscal year and submit it to the Guild in April for its approval. It may modify the budget during the year. Any modifications increasing the total expenses more than 10% shall be submitted to the Guild for its approval.

Section 2: A Program Committee of two or more members, one of whom shall be the Classes and Workshops Coordinator, shall be appointed by the Vice President, with the approval of the Executive Board. The Vice President shall Chair this committee. The Program Committee shall plan the monthly programs of the Guild and the annual picnic.

Section 3: An Audit Committee of two or more members appointed by the President, with the approval of the Executive Board, plus the President, shall audit the Guild's financial records at the close of the fiscal year and report to the Guild.

Section 4: The Guild shall maintain a website to promote Guild activities and to communicate with members and the public. The website shall be maintained and managed by a Web Master appointed by the President with the approval of the Executive Board.

Section 5: The Guild shall equip and maintain a woodworking shop for use by members and for conducting education and training classes for members. The woodworking shop shall be operated by a shop committee composed of three or more members appointed by the President with the approval of the Executive Board. The committee shall develop a set of policies governing the use of the Shop and shall name a Shop Manager to oversee the implementation of the policies and the day-to-day activities

of the Shop.

Section 6: A Marketing and Membership Committee of three or more members, to include the Newsletter Editor and Web Master, shall be appointed by the President, with the approval of the Executive Board, to develop promotional materials for the Guild, actively recruit members for Guild membership, encourage active involvement by members in Guild activities, recruit sponsors for the Guild, plan and implement the Guild's presence at appropriate trade shows, and other related activities.

Section 7: A Toy Committee of two or more members shall be appointed by the President, with the approval of the Executive Board, to provide leadership for the Guild's program of making and distributing toys for hospitalized and needy children in the St. Louis area.

Section 8: Such other committees, standing or special, shall be appointed by the President as the Guild or the Executive Board shall from time to time deem necessary to carry out the work of the Guild. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 9: Upon receipt of membership dues and completion of a workshop safety class, members will have the full privilege to use the woodworking shop during open shop hours. All members have the responsibility to be aware of their surroundings and the inherent risks while in and around the woodworking shop. If a member appears to not be able to adhere to, or is not attentive to safe tool usage, the member may either have their privileges restricted to hand tool usage only or the member may be permanently banned from shop tool usage.

Section 10: The woodworking shop is equipped for conducting educational and teaching classes for members, and member's personal usage. Member's personal usage does not extend to allowing the woodworking shop to be used to support any member's business use.

## **Article 8**

### **Parliamentary Authority**

The rules contained in the current edition of *Roberts' Rules of Order*, newly revised, shall govern the Guild 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 9**

### **Amendment of By-Laws**

These By-Laws can be amended at any regular meeting of the Guild by a two-thirds vote of those members in attendance, provided that the amendment has been submitted in writing at the previous regular meeting.

## **Article 10**

### **Dissolution**

In the event that this Guild is dissolved at any time in the future, the assets of the organization, including cash, equipment and supplies, if any, shall be donated to a nonprofit or governmental entity in the St. Louis region as determined by the Guild upon the recommendation of the Executive Board.