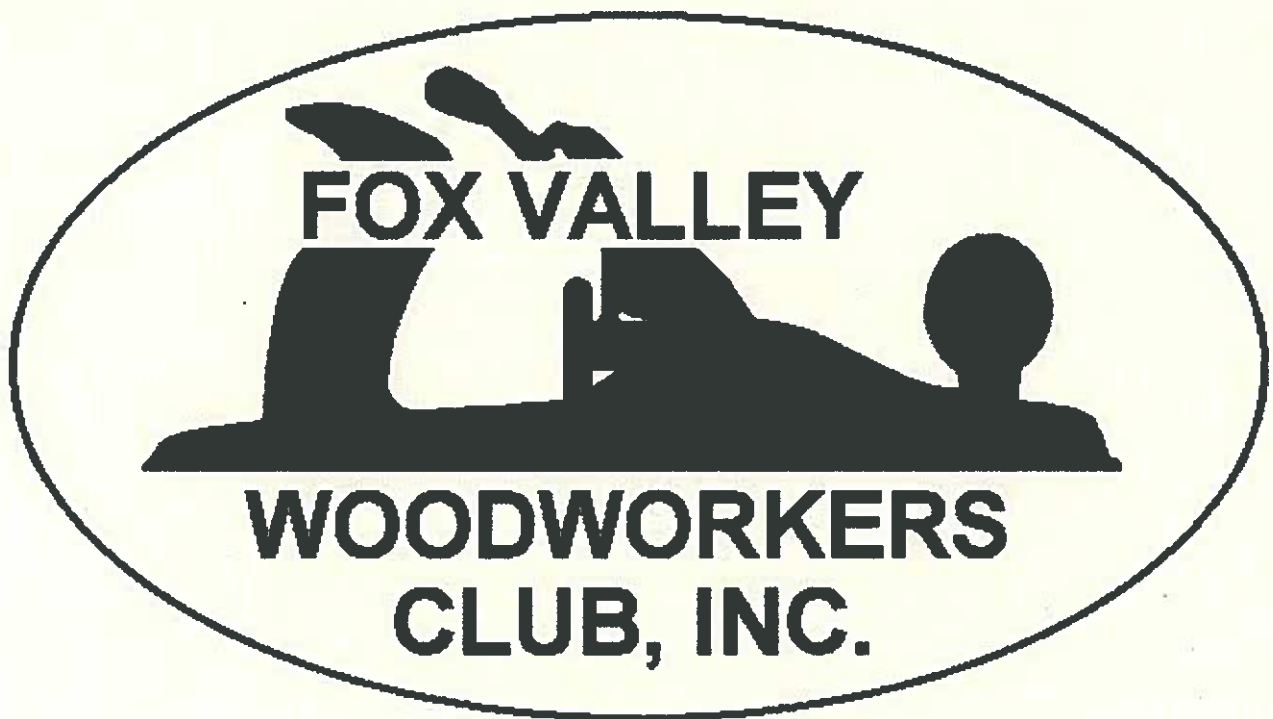


# CONSTITUTION AND BY-LAWS



# **CONSTITUTION**

## **Article I Name –**

This organization shall be known as the Fox Valley Woodworkers Club, Inc. (hereinafter referred to as the Club).

## **Article II Purpose –**

The purpose of the Club shall be to provide a forum through which members can express, share, and promote a common interest in woodworking.

## **Article III Activities -**

The activities of the Club shall be predominately an interchange of ideas, knowledge and skills through the use of meetings, seminars, tours, speakers, classes, workshops, a newsletter, a resource center and projects.

## **Article IV Membership –**

- 1) The membership of the Club shall be open to any person interested in woodworking and/or related activities who makes formal application for membership and abides by the Club's Constitution and By-Laws.
- 2) A member shall be defined by the Club By-Laws and only members in good standing may vote on Club business.
- 3) Only members in good standing may enjoy the privileges of the Club including but not limited to raffles, show and tell, Resource Center, workshops, shop tours and club events.

## **Article V Governance of the Club –**

### **1) Board of Directors**

- a) A Board of Directors [the Board] shall be the governing body of the Club. It shall consist of the Elected Officers and the Past President of the Club.
- b) Except where the Constitution or By-Laws specify otherwise, the Board of Directors shall set the agenda and conduct the legal, financial and administrative business of the Club.
- c) Any Club member may attend Board Meetings and address the Board, however, only members of the Board of Directors are privileged to vote on matters before the Board.

## 2) Offices of the Club

- a) The Club shall have the following Elected Offices: President, Vice President, Treasurer, Secretary, Program Director, Show Director, Communications Director, Membership Director, Resource Director and Member-at-Large.
  - i) The Elected Offices of the Club shall be filled annually by election.
- b) There shall also be an Office of Past President.
  - i) The Office of Past President shall be filled by the member who most recently held the Office of President prior to the current President.
  - ii) In the event the member designated to hold the Office of Past President is unwilling or unable to serve, the position shall be filled by the next most recent prior President willing and able to serve.
  - iii) In the event no member qualifies to fill the Office of Past President, the position shall remain vacant until a member qualifies.
- c) The term of each Office shall be for one calendar year from January 1 to the following December 31.
- d) No person may hold more than one Office at a time.
- e) Each Officer must be an active member of the Club in good standing

## 3) Rules of Order

- a) Except as otherwise specified or required by the Constitution or By Laws, Club business shall be conducted according to Roberts Rules of Order.

## 4) Committees

- a) Permanent or temporary committees may be established to conduct the activities of the Club.

## **Article VI Meetings and Sessions --**

The Club shall conduct three types of meetings and sessions: General, Board and Special.

### 1) General Meetings

- a) General Meetings shall be regularly scheduled meetings of the membership for the purpose of sharing woodworking ideas, knowledge and skills.

- b) Specific Club business or elections may be conducted at General Meetings as required by the Constitution or By Laws.

2) **Board Meetings**

- a) Board Meetings shall be regularly and/or specially scheduled meetings of the Board of Directors for the purpose of setting the agenda and conducting the legal, financial and administrative business of the Club.

3) **Special Sessions**

- a) Special Sessions may be held for special purposes such as tours, special interest groups, workshops, seminars, projects, classes and committee meetings.

**Article VII Elections –**

- 1) Elections shall be held annually at a General Meeting to fill Club offices and to vote on amendments to the Constitution or By Laws (if any shall have been proposed) and any other matter properly brought before the membership for a vote.
- 2) Only members present at the General Meeting when an election is held and those members who have submitted proper absentee ballots may vote.
  - a) Each member may cast only one vote per contest.
  - b) Absentee ballots shall be permitted only in contests in which more than one nominee is slated.
    - i) Absentee ballots must be documented and delivered in writing or electronically to the President prior to the election.
    - ii) Absentee ballots must specify the Office for which the member is casting his/her vote, the nominee the member is voting for and must be signed by the member .
- 3) Unless otherwise specified in the Constitution or By Laws, a majority of the votes cast shall decide each contest.
  - a) In the event no candidate for an Elected Office receives a majority, a run-off election shall be held between the candidates who received the two highest numbers of votes in that contest.

**Article VIII Amendments-**

- 1) Amendments to the Constitution may be proposed by any member of the Club.
- 2) A vote on each proposed amendment shall take place at the annual election.
- 3) To be presented for a vote at the annual election a proposed amendment must be presented in writing to the Board of Directors no later than the Board Meeting held two months preceding an annual election date.
- 4) The President shall cause each proposed amendment to be reproduced and communicated to all Club members no later than the General Meeting of the month preceding an election date.
- 5) Passage of a Constitutional amendment shall require that at least two-thirds (2/3) of the votes cast in the contest favor the amendment.
- 6) Amendments which are approved at an annual election shall become effective immediately.

**Ratified/Effective** September 15<sup>th</sup> 2009

**President** *M. Stape*

**Secretary** *Jeffrey G. Sandkam*

## **BY-LAWS**

### **Article I President --**

- 1) The President shall be the chief executive officer of the Club.
- 2) The President shall call and preside over the General and Board Meetings of the Club.
- 3) The President may create committees, name members to committees and appoint the chairperson for any committee unless otherwise required by the Constitution or By Laws.
  - a) The President with the approval of the Board of Directors may also dismiss the chairperson of any committee, remove members from committees or abolish committees entirely unless otherwise required by the Constitution or By Laws.
  - b) The President shall be a member ex-officio of all committees.
- 4) The President may appoint or dismiss the Coordinator(s) for any Special Session.
- 5) The President may appoint or dismiss members to fill Appointed Positions.
- 6) The President shall nominate members to fill unexpired terms when vacancies occur in the Elected Offices of the Club.
- 7) The President shall approve all Club notices.
  - a) The President may delegate routine notices and publications to other elected or appointed officials of the Club.
- 8) The President shall keep the Board of Directors informed of all Club proceedings.
- 9) The President shall be an authorized signatory on financial accounts of the Club.
- 10) The President shall file, or cause to be filed, the Club Corporate Annual Report to the Illinois Secretary of State.

### **Article II Vice-President --**

- 1) The Vice-President shall assist the President in the administration of the Club as requested by the President.
- 2) The Vice-President shall perform the duties of the President at meetings and sessions from which the President is absent or unable to act.

- 3) In the event of a vacancy in the office of President, the Vice President shall ascend to the office of President for the remainder of the term or until the President is able to resume his/her duties, whichever occurs first.
- 4) The Vice President shall be an authorized signatory on financial accounts of the Club.

#### **Article III Secretary –**

- 1) Except as otherwise specified in the Constitution or By Laws, the Secretary shall keep the Constitution, By Laws and official records of the Club.
- 2) The Secretary shall keep minutes of Board Meetings and of any Club business or elections conducted at General Meetings.
- 3) The Secretary shall be prepared to present the minutes of previous meetings when called upon to do so at any Board Meeting.
- 4) Upon request, the Secretary shall make the minutes of previous meetings available to any member within a reasonable time.
- 5) The Secretary shall issue changes of names and addresses of Club officers, as these occur and as necessary, to any concerned parties (Registered Agents, Insurance Company(s), Bank(s), Club Resources(s), etc.)
- 6) The Secretary shall maintain the Club's post office box and shall be responsible for collecting, sorting and forwarding incoming mail and communications.
- 7) The Secretary shall be responsible for administering Club correspondence with outside parties which is not otherwise delegated to specific Officers.

#### **Article IV Treasurer –**

- 1) The Treasurer shall receive, hold and/or disburse all monies received by the Club.
- 2) The Treasurer shall be an authorized signatory on financial accounts of the Club.
- 3) The Treasurer shall maintain an account(s) at a commercial banking institution(s), the purpose of said account(s) being the deposit and disbursement of all Club monies.
  - a) The account(s) shall be in the name of the Club and shall have the President, the Vice President, the Treasurer and other club members approved by the Board as authorized signatories.
  - b) Any check issued to an authorized check signatory must be signed by another authorized check signatory.

- 4) The Treasurer shall record all receipts, disbursements and transactions of the Club's monies in sufficient detail for Board members to understand the financial matters of the Club.
- 5) The Treasurer shall give a detailed report of all accounts to the Board of Directors at a Board Meeting each calendar quarter or more frequently if requested by the President or the Board of Directors.
- 6) The Treasurer shall give a report of the financial condition of the Club to the membership at a General Meeting during the first quarter of each calendar year.
  - a) At any time any member may request of the Treasurer a copy of the most recent report of the financial condition of the Club and the Treasurer shall provide such copy in a timely manner.
- 7) All disbursements shall be made by check.
  - a) Disbursements shall be documented by a vendor invoice or Club expense reimbursement envelope which includes the member name, date, purpose and receipt showing the amount.
  - b) Disbursements that are not documented by an invoice or Club expense reimbursement envelope, such as monthly rent or presenter honorarium, shall be approved by the Board.
- 8) All incoming monies to the Treasurer shall be acknowledged by written receipt. All loose cash from the Club functions (no name badge penalties, sales, auctions, etc) shall have a receipt written to the responsible member. The receipt shall specify the item(s) and/or service(s) and the amount.
- 9) The yearly budget shall be calendar. (January 1 through December 31).
- 10) The budget including the requests of all Board members and committees shall be prepared by the Treasurer and submitted for Board approval by February of each year.

**Article V Program Director –**

- 1) The Program Director shall contact and schedule guest speakers, seminars, and/or outside tours.
  - a) The Board shall establish the amounts for presentation honorariums for members, non-members, vendors, etc. Deviations from authorized payments shall be approved by the Board.
- 2) The Program Director shall see to all arrangements - including honorarium payments - for seminars, guest speakers and/or outside tours.



**Article VI Show Director –**

- 1) The Show Director shall coordinate the Club's involvement and displays in any woodworking shows, exhibits or events the Club may participate in, including scheduling members' participation and special show projects.
- 2) The Show Director shall act as liaison between the Club and show or exhibit management.

**Article VII Communications Director –**

- 1) The Communications Director shall assist other Club officers with communications.
- 2) The Communications Director shall maintain an internet web site for the Club.
- 3) The Communications Director shall prepare, edit and publish a monthly Newsletter for the Club in print and/or electronic format as necessary for distribution to all members and other contacts as directed by the Board of Directors.
  - a) The Communications Director shall solicit, write and accept articles for publication in the Newsletter, as well as other information and inclusions as directed by the Board.
  - b) The Communications Director shall be responsible for distribution of the monthly Newsletter to all Club members and other interested parties.

**Article VIII Membership Director –**

- 1) The Membership Director shall maintain the official membership roster of the Club.
  - a) The roster shall indicate whether or not a member is in good standing.
- 2) The Membership Director shall receive and process all new and renewal membership applications along with the appropriate dues.
- 3) The Membership Director shall issue a membership card which shall serve as a receipt for dues paid, and issue a Club name badge to each member.
- 4) The Membership Director shall each month forward to the Treasurer the dues monies received.
- 5) The Membership Director shall forward a list each month of new or renewing members with complete geographic and electronic address information and telephone numbers to the Communications Director.
  - a) Members may, by instruction to the Membership Director, direct that their data be omitted from disseminations of the membership roster outside of the Club.

- b) The Membership Director shall promptly forward all such instructions to the Communications Director.
- 6) The Membership Director shall forward each month to the Communication Director a list of members who have been removed from the Club's roster.
- 7) The Membership Director shall distribute a copy of the current membership roster to each Club member during the month of March each year.

**Article IX Member-at-Large –**

- 1) The Member-at-Large represents the membership in any and all matters.

**Article X Resource Director –**

- 1) The Resource Director shall be responsible for the Club's Resource Center, which shall consist of printed, cinematic, electronic or other informational material pertinent to the interests of the Club. The Resource Center shall also consist of tools, equipment or material the Club owns for loan to members.
- 2) The Resource Director shall see to the acquisition of additional resource material as approved by the Board of Directors. The Resource Director shall give proper recognition to those who donate resource materials to the Club.
- 3) The Resource Director shall maintain a catalog of Resource Center materials and make the catalog readily available to members at the General Meetings and on the web site.
- 4) The Resource Director shall make the Resource Center available to Club members at each General Meeting and shall maintain a system of loaning resource materials to Club members and tracking the whereabouts of materials.
- 5) The Resource Director is empowered to exact replacement cost of any resource material from any member who has borrowed an item, or items, and cannot return same in a manner permitting reuse.
  - a) The Resource Director shall forward each month to the Membership Director a list of members who have outstanding fees for resource materials.

### **Article XI Past President –**

- 1) The Past President shall serve as an advisor to the current President and Board of Directors and shall perform such duties as he/she is willing to accept when requested by the current President.

### **Article XII Elections –**

- 1) Elections shall be held annually at the November General Meeting.
- 2) At the regular September Board Meeting the President shall appoint a Nominating Committee to recommend candidates for the Club Offices.
- 3) Notice of forthcoming elections shall be given to the membership in the September and October Newsletters and at the September and October General Meetings.
- 4) Nominations from the floor and from the Nominating Committee shall be accepted at the October General Meeting.
- 5) No person may run for election to more than one Office at a time.
- 6) In the event of cancellation of one or more of the above meetings, the election process shall be continued at the next General Meeting.
- 7) In the event there is no more than one candidate for an Elected Office, there shall be no vote taken in that contest and the candidate shall be elected by acclamation.

### **Article XIII Vacancies**

- 1) Any Elected Officer who is absent without known cause from three consecutive regularly scheduled Board Meetings shall be deemed to have resigned and his/her office shall be considered vacant.
- 2) The President shall nominate a member to fill a vacancy on the Board.
  - a) The nominee must be approved by a simple majority of the Board of Directors voting.

### **Article XIV Committees and Appointed Positions**

- 1) Committee to Examine Club Financial Records - At the January General Meeting the President shall appoint a Committee to examine the Club's financial records for the prior calendar year. The Committee shall consist of the current Treasurer, the previous year's Treasurer (if different from the current Treasurer), and three (3) other Club members who have not held a Club Office during the prior or current years. The Committee shall examine the Club's monthly reports, bank records, receipts and disbursement documentation as they

feel necessary. This committee shall report to the membership at the February General Meeting, or as soon thereafter as practical.

- 2) **Nominating Committee** - At the September Board Meeting the President shall appoint a Nominating Committee. The Nominating Committee shall consist of three (3) to five (5) members. This committee shall seek members who are willing and qualified to run for the Elected Offices of the Club in the next election.
  - a) The Nominating Committee shall strive to slate at least one candidate for each of the Club's Elected Offices; more than one candidate may be slated for an office.
  - b) The Nominating Committee shall slate any member in good standing who requests to be slated.
  - c) The committee will submit its slate of candidates to the membership at the October General Meeting.
- 3) **Appointed Positions** - With the advice and consent of the Board of Directors the President may appoint or dismiss members to perform various tasks for the Club such as (but not limited to) Greeter, Raffles, Project Leaders, Show & Tell Coordinator, Photographer, Auctioneer, etc

#### **Article XV Membership –**

- 1) A member in good standing is one who has paid his/her annual dues in full and has no outstanding replacement fees for resource materials.
  - a) A member who is removed from good standing status for non-payment of fees shall not be permitted to renew his/her membership nor re-join as a new member until the fees have been paid.
  - b) The Board of Directors may deny or terminate a person's membership if the person's conduct is not consistent with the best interest of the Club. Members are expected to conduct themselves in a manner conducive of maintaining a positive Club environment and not supportive of counter productive activity.
- 2) New Member is defined as one who was not a member during any part of the previous calendar year.

#### **Article XVI Dues –**

- 1) The annual dues per member shall be set by the Board during the fourth quarter for the following calendar year.
  - a) The dues amount must be ratified by a two-thirds (2/3) vote of the Board present.

- b) In the event the Board fails to ratify a proposed dues amount, the dues shall remain at the amount of the previous year.
- 2) Dues shall be per calendar year (January 1 to December 31).
- 3) All members of an immediate family shall be included as members of the Club for a single dues amount.
- 4) Membership dues for new members joining July 01 through October 31 (inclusive) of any year shall be reduced by 50%.
- 5) New members joining the Club on or after November 1<sup>st</sup> of any year shall receive a full year's membership for the following calendar year plus the remainder of the current year for one full annual dues payment.
- 6) Any member not renewing by February 15 of the new year shall be dropped from the Club's roster.

**Article XVII Meetings and Sessions –**

**1) General Meetings**

- a) General Meetings shall be held on the first Tuesday of each month at 7:30 p.m.
- b) General Meetings shall be presided over by the President of the Club. If the President is absent or unable to preside, these meetings shall be presided over by the next available officer in the following order: Vice President, Past President, Treasurer, Program Director, Secretary, Membership Director, Show Director, Communications Director, Resource Director, Member-at-Large.
- c) The President and/or presiding officer may cancel or reschedule a General Meeting as deemed necessary.
  - i) Notification of such cancellation or rescheduling shall be given to all members if reasonable time permits.
- d) General Meetings shall be open to all members and their guests.
  - i) Each guest is limited to two visits per calendar year.
  - ii) Guests not sponsored by a particular member may attend as the guest of the presiding officer.
  - iii) Guest speakers shall be the implicit guest of the Club membership represented in the person of the presiding officer.

## 2) Board Meetings

- a) The Board of Directors shall meet at least monthly for the purpose of setting the agenda and conducting the legal, financial and administrative business of the Club.
  - i) The specific dates, times and places of Board Meetings shall be determined by the Board of Directors.
    - (1) Timely notice of the date, time and location of each Board Meeting shall be given to all Club members.
- b) The President may cancel or reschedule a Board Meeting for cause.
  - i) Notification of such cancellation or rescheduling shall be given to all Club members if reasonable time permits.
- c) Board Meetings shall be presided over by the President of the Club. If the President is absent or unable to preside, these meetings shall be presided over by the next available officer in the following order: Vice President, Past President, Treasurer, Program Director, Secretary.
- d) A quorum shall consist of a majority of the Board of Directors.
- e) Board Meetings shall be open to all Club members.
  - i) Any Club member may address the Board, however, only members of the Board of Directors are privileged to vote on matters before the Board.

## 3) Special Sessions

- a) Special Sessions may be held as approved by the Board of Directors for activities such as shop tours, seminars, workshops, projects, committee meetings, special interest group meetings and the like.
- b) Special Sessions may have attendance restrictions such as (but not limited to):
  - i) Capacity limit
  - ii) Club members only
  - iii) Fees
- c) The President may appoint or dismiss a Coordinator(s) to organize or conduct a Special Session(s).

### **Article XVIII Property Management-**

- 1) Property, equipment, software or data purchased by, gifted to or developed for the use of the Club or otherwise coming into the possession of the Club shall be considered property of the Club and not the property of any individual member or group of members.
- 2) Acquisition of property (real, personal, interest therein or electronic) in excess of \$400 valuation must be approved by the Board of Directors.
  - a) Real property is land or buildings
  - b) Personal property is any property which is movable (i.e, cabinets, books, tools, etc)
  - c) Interest therein property is any of the other types of property which is leased or rented.
  - d) Electronic property is software and electronically stored data, images, photographs, video recordings and like material.
- 3) Property of the Club shall not have ownership transferred to any other person, business or entity without the approval of the Board of Directors.
- 4) Club property may be entrusted to the custodial care of a member or group of members.
  - a) Any Club property in the custodial care of a member or group of members shall be returned to the President or his designee immediately upon termination of member in good standing status of said member or group of members or upon the request of the President.

### **Article XIX Administrative Duties of the Board**

- 1) The Board of Directors shall determine the Registered Agent to be listed on the Club's Corporate Annual Report to the Illinois Secretary of State.
- 2) The Board of Directors shall be responsible for procuring and maintaining adequate insurance coverage for the Club.
- 3) The membership roster of the Club shall only be disseminated outside of the Club upon the express approval of the Board of Directors.

**Article XX Amendments-**

- 1) Amendments to the By Laws may be proposed by any member of the Club.
- 2) A vote on each proposed amendment shall take place at the annual election.
- 3) To be presented for a vote at the annual election a proposed amendment must be presented in writing to the Board of Directors no later than the Board Meeting held during the 2<sup>nd</sup> month preceding an annual election date
- 4) The President shall cause each proposed amendment to be reproduced and communicated to all Club members no later than the General Meeting of the month preceding an election date
- 5) A vote on each proposed amendment shall be taken at the General Meeting during which the annual election occurs.
- 6) Passage of a By Law amendment shall require that a majority of the votes cast in the contest favor the amendment.
- 7) Amendments which are approved at an annual election shall become effective immediately.

**Ratified/Effective** Sept. 15<sup>th</sup> 2009

**President** M. Sharp

**Secretary** Jeffrey G. Sanderson