

MICHIGAN WOOD CARVERS ASSOCIATION BY-LAWS

April 28, 2018

ARTICLE 1 - CORPORATION

SECTION 1 The name of the corporation is **MICHIGAN WOOD CARVERS**

ASSOCIATION. Hereinafter the initials **M.W.C.A.** will refer to the “Michigan Wood Carvers Association” throughout all M.W.C.A. meetings and in any and all documents such as contracts, etc., prepared by the M.W.C.A.

A. The Corporation shall have and continuously maintain in the state of Michigan a registered office located at current President’s address.

B. Other facilities may be utilized for conducting M.W.C.A. affairs as needed from time to time at such places as established by the Board of Directors

C. INSURANCE. The M.W.C.A. shall purchase and maintain liability insurance to protect the organization and it’s member clubs against liability claims brought forth from any M.W.C.A. sanctioned conduct. Liabilities shall be limited to only those club activities sanctioned by the M.W.C.A., and not to any individual’s personal activities outside the sanctioned event.

ARTICLE II - BASIS FOR OPERATION

SECTION 1 To promote wood carving or shaping and share knowledge in the artistic use of wood to the general public, particularly to interested persons, through meetings, shows, competitions, discussions, workshops and other opportunities, and to raise the stature of wood carving to a fine art in the eyes of the general public and the art world.

SECTION 2 To Serve the needs of wood carvers by forming a corporation of wood carver groups, clubs or guilds, with which wood carving groups may affiliate; to provide a forum to meet together for the exchange of information and knowledge, plan and organize shows, demonstrations and workshops, and to provide support to clubs to promote the general purposes. The term club shall hereinafter refer to the phrase “groups, clubs, and/or guilds” throughout all M.W.C.A. meetings and in any and all documents such as contracts, etc., prepared by the M.W.C.A.

SECTION 3 Said corporation is organized exclusively for charitable and educational purposes including the making and distribution to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 4 The fiscal year of the M.W.C.A. as determined by the Board, shall be from April 1 of any year through March 31st of the following year.

ARTICLE III - MEMBERSHIP

SECTION 1 QUALIFICATIONS FOR MEMBERSHIP.

A. The category of Associate Member is established to provide membership in M.W.C.A. for those individuals who do not belong to a member club. An Associate Member shall have limited benefits of membership such as paying a reduced rate at the Learning Seminar and receiving the Chatter Newsletter. An Associate Member shall pay annual dues set by the Board of Directors.

B. Each member club is encouraged to provide one or more persons to assist in M.W.C.A. activities such as providing help for the MWCA exhibit at the member club's show, the preparation, management, or dismantling of the Learning Seminar or assisting with other M.W.C.A. responsibilities as designated by the Board.

SECTION 2 MEMBERSHIP DUES. Membership dues shall be set by the Board of Directors and are due to the MWCA treasurer on or before March 31st of each fiscal year.

SECTION 3 FORFEITED MEMBERSHIP. Membership is forfeited if annual dues are not paid by June 30 or by vote of the Board of Directors for activities detrimental to the best interest of the M.W.C.A.

ARTICLE IV - MEETINGS OF MEMBERSHIP

SECTION 1 ANNUAL MEETING. The Board shall hold a general membership meeting in April at the time and place set by the Board.

SECTION 2 SPECIAL MEETINGS. Special meeting of the members may be called at any time by the President or at the request of five (5) member clubs of the Board of Directors in writing to the President of M.W.C.A.

SECTION 3 NOTICE OF MEETINGS

Written or printed notice of the annual meeting and of special meetings shall be prepared by the secretary and mailed to each member club's elected delegate(s) entitled to vote at said meeting. Notice shall be mailed to the delegate(s) addresses as the same appears in the current records of the corporation no less than ten (10) nor more than thirty (30) days before the date of such meetings. Such notice shall state the place, time, and purpose of the meeting.

SECTION 4 VOTING. Voting rights at any M.W.C.A. meeting shall be limited exclusively to each member club's elected delegates who are paid members of the M.W.C.A. as recognized by the Board.

SECTION 5 QUORUM. Voting delegates of a minimum of 25% of the member clubs in the M.W.C.A. shall constitute a quorum to transact business at any meeting of the members, and shall have full power to decide any questions coming before each meeting.

Article V - EXECUTIVE BOARD

The EXECUTIVE BOARD shall consist of the President, Vice-president, Secretary, Treasurer, and the five Standing Committee Chairpersons: Seminar, Cane, Membership, Nominations, and Regional Representatives. A simple majority of the Executive Board shall have the authority to make decisions in the best interests of the MWCA members in between regularly scheduled general membership meetings

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1 Board and the elected delegates from each member club hereafter referred to as the Board.

SECTION 2 M.W.C.A. OPERATIONS. The Board shall be responsible for the overall policy and operation of the M.W.C.A. and carrying out the purpose of the M.W.C.A. subject only to limitations imposed by law, the Articles of Incorporation and these By-laws.

SECTION 3 ELECTION OF THE BOARD. Each member club shall elect one (1) delegate who shall become a voting member of the M.W.C.A. Board of Directors, and up to three (3) alternate delegates. Their terms(s) in office shall be determined by the member club or as limited by the delegate.

SECTION 4 VOTING. A Board delegate may only represent and cast a vote for one (1) club on all issues, and only delegates may cast votes. Each club shall be entitled to only one (1) vote on any issue no matter how many delegates are present. The delegate must be a current paid member of the M.W.C.A. A delegate unable to attend an M.W.C.A. may send an alternate to fill their seat. The "Alternate" will assume all voting rights of the delegate being represented upon notification to the Board.

SECTION 5 MEETINGS. The Board shall meet as required by resolution upon no less than 10 (10) days written notification, or twenty (20) prior written request of no less than five (5) member clubs to the President of the M.W.C.A.

SECTION 6 QUORUM. Voting delegates of a minimum of 25% of the member clubs in the M.W.C.A. shall constitute a quorum to transact business at any meeting of the Board, and shall have full power to decide any question coming before each meeting.

SECTION 7 VACANCIES. Each member club shall fill their vacancies on the Board immediately as the occur.

SECTION 8 EXPULSION. Any Delegate seated on the Board may be removed from office with or without cause by the affirmative vote of two thirds (2/3) of the Directors present at any regular or special meeting of the Board, notice of proposed act having been mailed to all the Board and to the affected Board member twenty (20) days previous to the meeting which notice to the affected member or the office of the Board shall contain a statement of the cause of removal to be determined at said meeting. Voting on the question of removal shall be by secret ballot. Should such office be declared vacant, the member club at its first regular meeting or special meeting thereafter shall fill it.

ARTICLE VII - DUTIES OF THE BOARD

SECTION 1 COMMITTEES. The President shall have the power to appoint all committees as needed. The President or the Board with or without cause may remove the Chairperson(s). The President and/or Vice-president are ex-officio members of all standing committees and are therefore invited to attend all committee meetings. The following are standing committees:

A. MEMBERSHIP AND CHATTER NEWSLETTER. The Chairperson(s) shall be responsible for maintaining a historical record of membership and sending dues statements to the members, preparing and distributing the Chatter.

B. M.W.C.A. SEMINAR. The Seminar Chairperson(s) shall be responsible for organizing and producing the M.W.C.A. Seminar. Responsibilities include the appointment of support committees, controlling expenses and the direction of the seminars. The Seminar Chairperson(s) shall make a status report to the Board at each meeting.

B. NOMINATIONS. Solicits candidates for M.W.C.A. four officer positions for the positions that are due in that year of the rotation of officers. Beginning in 2019, the election will be for President and Secretary. In 2020 the election will be for Vice-president and Treasurer. And continue in this rotation. Each set of officers will serve for two year terms and be eligible for reelection.

D. CANE COMMITTEE. The Cane Committee Chairperson(s) shall be responsible for all aspects of the Cane Project. Shall delegate tasks as needed, control expenses, make a status report to the Board at each meeting.

E. REGIONAL REPRESENTATIVES. Shall be responsible for facilitating flow of information between member clubs and M.W.C.A.

SECTION 2 ANNUAL REPORTS. The M.W.C.A. shall issue an annual report at the close of each fiscal year containing the following minimum statements:

A. Statement of financial conditions showing the assets and liabilities of the M.W.C.A. to date.

B. An operating statement for the fiscal year showing income and expenditures incurred.

SECTION 3 ACCOUNTING BOOKS. The M.W.C.A. accounting books shall be maintained and open for inspection by any member club and their respective club President. The member, who shall have been a member of record for at least three months prior thereto, shall submit a written, reasonable request and purpose to the M.W.C.A. President for approval.

ARTICLE VIII - OFFICERS

SECTION 1 OFFICERS. Officers of the M.W.C.A. shall be President, Vice-president, Secretary and Treasurer. All officers must be paid members of the M.W.C.A. Elected officers will serve for a term of two (2) years with pairs of officers elected on alternate years beginning in 2019: the President and Secretary will be elected. In 2020 the Vice-president and treasurer will be elected and so the alternation shall continue until changed in the By-laws.

SECTION 2 ELECTIONS. The elected club delegates at the annual Meeting of the M.W.C.A. shall elect the executive officers required to fulfill all expiring vacancies. Voting delegates elect officers from the ballot as submitted by Nominating Committee and by nominations made from the floor by a voting delegate and accepted by the Nominating Committee.

SECTION 3 BALLOTS. Will be made available to all paid member club's elected delegates to the MWCA Board no less than thirty (30) days prior to the Annual Meeting. Only the elected delegates ballot, signed by the designated club's president shall be accepted. Member clubs may cast their ballot by return mail. Designated ballots shall remain in their sealed envelope (marked BALLOT) and only opened on the day of election and combined with the general election ballots to be counted by the nominating committee.

SECTION 4 RESIGNATION, REMOVAL AND SUSPENSION. An officer may resign by written notification to the Executive Board and is effective upon receipt. The Board may remove with or without cause any officer by the affirmative

vote of two thirds (2/3) of the Board members present at any regular or special meeting of the Board. Notice of the proposed action shall be mailed to all Board members and the affected officer twenty (20) days previous to the meeting at which said action may (will) take place. The notice to the affected officer of the Board shall contain a statement of the cause of removal to be determined at said meeting. Voting on the action to be taken shall be by secret ballot.

SECTION 5 OFFICER VACANCIES. Vacancies occurring in any office except President shall be filled by appointment by the President with the Board's verbal approval for the remainder of the officer's term. In the case of a Presidential vacancy, The Vice-president will automatically become interim President and the Board will elect a Vice-president to fill the remaining term.

ARTICLE IX - DUTIES OF OFFICERS

SECTION 1 DUTIES OF THE PRESIDENT. The President as CEO of the M.W.C.A., and subject to direction and approval by the Board shall:

- A.** Preside over meetings of the M.W.C.A.
- B.** Call special meetings of the members and of the Board of Directors.
- C.** Sign all papers and instruments of the corporation as authorized by Board.
- D.** Appoint and oversee various committees as needed for the operation of the corporation and serve as an ex-officio member of all committees

SECTION 2 DUTIES OF THE VICE-PRESIDENT. The Vice-president shall have general administrative duties as assigned by the Board, and assist the President in the performance of duties when required. The Vice-president assumes the duties of the President under Article VIII, Section 5.

SECTION 3 DUTIES OF THE SECRETARY. The Secretary shall be the recording officer of the corporation. The Secretary shall:

- A.** Prepare and preserve minutes of all meetings and any special committees, send notices to Officers and Delegates, correspond on behalf of the Corporation and shall have other duties as assigned by the Board.
- B.** From time to time have other executive duties assigned by the President with approval from the Board as required by the By-laws, or the

Board. Secretary shall have custody of all records and papers of the corporation, except those in the possession of the Treasurer or Board.

C. Shall maintain a roster of all current M.W.C.A. member clubs and of all individual M.W.C.A. members. The Membership Chairperson is responsible for obtaining membership enrollment and providing data to the Secretary.

D. Shall issue all notices required by law, by these By-laws or as directed by the President or the Board.

SECTION 4 DUTIES OF THE TREASURER. The Treasurer shall:

A. Receive and have custody of the funds of the Corporation and be responsible for the disbursement of its money and maintain full and accurate accounting of receipts and disbursements of the corporation.

B. Deposit all funds in the name of the corporation in such banks or financial institutions as directed by the Board.

C. Have expenditures of Corporation funds approved in advance by the Board with following exceptions: In case of emergency spending, expenses of not more than one hundred (\$100.00) may be approved by two (2) or more officers.

D. Keep the Corporation books in such a state as to allow independent auditing of the accounting books upon reasonable notice and approval by the Board.

E. Prepare and submit for Board approval a complete Treasurers' Report at all Board meetings and a current Fiscal Year Report at the Annual meeting Prepare and submit and "special" accounting reports as requested by the President or Board for approval.

ARTICLE X - AMENDMENTS

SECTION 1 BY-LAWS. Except as may be provided by law, the By-laws may be altered, amended or repealed and new By-laws adopted in whole or in part at the Annual Membership Meeting of the M.W.C.A. by an affirming vote by ballot from each member clubs elected delegate provided notice of the proposed amendments shall have been provided to each member club in writing no less than thirty (30) days prior to the date at which such proposed amendments are to be voted upon. The original signed copy of the current By-laws shall be kept with the incorporation papers, a copy given to each M.W.C.A club officer and delegate and a copy made available to any paid member of the M.W.C.A.

SECTION 2 ARTICLES OF INCORPORATION. Except as may be provided by law, the Articles of Incorporation may be altered, amended, or repealed and new

Article of Incorporation adopted in whole or *(in)* part only at the Annual Membership Meeting of the M.W.C.A. by an affirming vote by ballot from each member clubs elected delegate provided notice of the proposed amendments shall have been provided to each member club in writing no less than thirty (30) days prior to the date to *(at)* which such proposed amendments are to be voted upon.

ARTICLE XI - COMPENSATION

No part of the net earnings of the M.W.C.A. shall inure to the benefit of, or be distributable to its members, delegates, officers or other private person, except the M.W.C.A. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposed set forth in ARTICLE II hereof.

ARTICLE XII - INDEMNIFICATION

Officers and Executive Board members may be indemnified by the M.W.C.A. to the fullest extent permitted by the corporations laws of the State of Michigan.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposed within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any federal tax due, or shall be distributed to the federal government or the a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the County in the Principle Office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposed.

ARTICLE XIV - ORDER OF BUSINESS

SECTION 1 At all meetings of the M.W.C.A., the following shall be the Order of Business:

- (1) Call to Order
- (2) Prayer
- (3) Roll Call
- (4) Determination of a Quorum
- (5) Reading and Approval of the Minutes of the last meeting(s)
- (6) Reading and Approval of the Treasurer's Report
- (7) Read of Bills and Communication
- (8) Reports and their disposal
 - (a) Officers
 - (b) Standing Committees

- (c) Special Committees
- (9) Old Business
- (10) New Business
- (11) For the Good of the Association
- (12) Closing Prayer
- (13) Adjournment

SECTION 2 The Order of Business at General, Executive Board and Special Meetings of the M.W.C.A. shall be governed by the Rules of Parliamentary Procedure as described in Roberts Rules of Order.

CERTIFICATION

I, the duly acting **Secretary** of the **Michigan Wood Carvers Association**, certify that the foregoing By-laws are a true and accurate copy of said Organization's By-laws which were adopted at a regular meeting of the corporation on April 28, 2018.

Secretary _____ Date _____