

MAINE WOOD CARVERS ASSOCIATION BYLAWS

ARTICLE I MEMBERSHIP

SECTION I ELIGIBILITY

Open to all persons having an interest in all aspects of wood carving. There will be three (3) types of memberships as follows:

Single or Regular
Family or Household
Junior (17 years and younger)

a. Single or Regular Member: Any member who is in good standing and has paid the prescribed dues shall be an active member and entitled to vote for Officers and Directors and hold office and serve on Committees.

b. Family or Household Member: There shall be a family membership class and the annual dues shall be established by a majority vote of the membership in the same manner as for active members. Family class members in good standing are entitled to two (2) votes for Officers and Directors and may hold office and serve on Committees in the same manner as active members.

SECTION II DUES

Membership dues are as follows:

Single or Regular
Family or Household
Junior (17 years and younger)

Dues shall be due and payable by the first day of September and a grace period of no more than 60 days, after which, non-dues paying members will no longer receive The Maine Carver or other club benefits until the dues are paid.

Dues will be set by the Board of Directors and voted on by the membership.

SECTION III TERMINATION OF MEMBERSHIP

A membership may be terminated by:

- a. Resignation by written notice to the Association Secretary and does not own any debts to the club.
- b. Lapsing from non-payment of dues within the sixty (60) day grace period of the fiscal year, unless otherwise noted on by the Board of Directors.
- c. Expulsion because of reasons provided in Article VII, Section III of these Bylaws.

**ARTICLE II
MEETINGS AND VOTING**

SECTION I CLUB MEETINGS

The Association may hold four (4) general membership meetings annually in January, March, June and September. The March general membership meeting will be the Annual Meeting at which the newly elected Officers and Directors shall take office.

a. A written notice of each general membership meetings shall appear in the Association newsletter, The Maine Carver, 20 days prior to the date of that meeting. The quorum for such meetings shall be ten percent (10%) of the members in good standing.

SECTION II SPECIAL MEMBERSHIP MEETINGS: A special meeting may be called by the President, or by majority vote of the Board of Directors, and shall be held in a location, date and time selected by the Board of Directors. The quorum for such a special meeting shall be ten (10%) of Association members in good standing. Written notice shall be mailed by the Secretary, no less than five days prior to that special meeting, stating the purpose of said meeting. No other business may be conducted at a Special Meeting. This rule does not apply to Committee meetings.

SECTION III BOARD OF DIRECTORS MEETINGS: Meetings of the Board of Directors may be called by the President as he/she deems necessary. The quorum for such a meeting shall be a majority of the Board.

SECTION IV SPECIAL BOARD MEETING: Special Board Meetings shall be conducted in the same manner as prescribed for Special Membership Meetings in Article II, Section II, except the quorum for a Special Board Meeting shall be a majority of the Board.

SECTION V VOTING: Each member in good standing, whose dues are paid for the current year, shall be entitled to vote at any Association meeting. Proxy voting will not be permitted.

**ARTICLE III
OFFICERS AND DIRECTORS**

The Board of Directors shall be comprised of the President, Vice President, Secretary/Treasurer, and a Director from each Chapter and a Director at Large. The Board of Directors shall be elected by the entire membership for a two (2) year term and serve until his/her successor is elected. The immediate past President shall automatically remain on the Board. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION I OFFICERS

The Association Officers will consist of the President, Vice President, Secretary/Treasurer and shall serve in regard to Association meetings and Board of Directors' meetings.

a. The President shall preside at both general membership meeting and Board of Directors meeting and shall have the powers of the office in addition to those specified in these Bylaws. The President will appoint two members to audit the Treasurer's records at the close of the fiscal year.

b. The Vice President shall assume the duties of the President in the absence or unavailability of the President. When acting in that capacity, the Vice President shall be vested with all the powers and authority as though he/she had been so elected.

c. The Secretary shall keep a record of all general membership and Board of Directors meetings and record all matters ordered by the Association; have charge of correspondence, notify Officers and members of meetings; have record of all member addresses; and carry out other duties as prescribed by these Bylaws.

d. The Treasurer shall be the Officer in charge of all of the financial affairs of the Association. The Treasurer shall receive dues, pay bills, and transact business as authorized in the name of the Association. All Association monies will be deposited in a bank or savings institution as designated by the Board of Directors in the name of the Maine Wood Carvers Association. These books shall be open to inspection of the Board and a report shall be given at every meeting, of the Association's finances and every item of receipt or payment, not before reported. The Treasurer shall have the authority to reimburse a member of the Association for monies expended, with pre-approval by the Association, on behalf of the Association, when a bill or receipt is provided to the Treasurer. At the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year.

e. The Director at Large will be elected by the entire membership of the Association.

f. The Chapter Director on the Board of Directors shall be elected by the chapter membership.

SECTION II VACANCIES

A Special Board Meeting shall be called, in the event of a vacancy by an Association Officer or Board member, to fill said vacant position by majority vote of the Board at its next regular meeting. The exception being the office of President, which shall automatically be filled by the Vice President. The said Chapter shall fill vacancy of a Chapter Director.

ARTICLE IV ORGANIZATION

The March general membership meeting will be the Annual Meeting, when newly elected Officers and Directors will take office. The Board of Directors may meet monthly or as required to conduct the business of the Association, subject to the call of the President. Meetings of the Board will be open to any member who wishes to attend.

SECTION 1 CHAPTERS: The Maine Wood Carvers Association will be organized into chapters. The chapters may be organized around a particular interest or geographical location. Any group of members may propose a chapter to the Board of Directors. Each chapter will elect its own officers, and each chapter of ten (10) members or more members will elect a chapter member as Chapter Director to serve as a voting member on the Board of Directors. Each chapter will be responsible for its own expenses and will hold regular meetings. The chapter will utilize "The Maine Carver" newsletter to announce the time, date, and place of each chapter meeting and the program for each meeting. All chapter meetings will be open to all MWCA members.

ARTICLE V THE CLUB YEAR, ANNUAL MEETING, AND ELECTIONS

SECTION I CLUB YEAR

The Association fiscal year shall begin on the first day of January and end on the last day of December. The Association official year shall begin immediately at the conclusion of the Annual Meeting and shall continue through the next Annual Meeting.

SECTION II ANNUAL MEETING

The Annual Meeting shall be held in the month of March, at which time, all Officers and Directors, elected by secret ballot of the membership, will take his/her, respective office. The new Officers will take office at the conclusion of the Old business section of the meeting. Each retiring official shall turn over all properties and records of said office within thirty (30) days of the Election of Officers.

SECTION III NOMINATIONS AND ELECTIONS

The President shall name the members of the Nominating Committee by November 15 of each year. The Nominating Committee shall elect its Chair. The Nominating Committee shall:

- a. Compile a slate of candidates for each office(s) and position(s) to be filled. In addition, any member of MWCA may suggest the name of any other member as a candidate for office, provided the nominated member is willing to serve.
- b. The Secretary shall notify the general membership, by way of publication in The Maine Carver, the name of each candidate for Office. Nominations will close on the first day of January.
- c. A ballot, with the names of the candidates for office, shall be mailed, no later than February 10, to all members in good standing of the Maine Wood Carvers Association. All completed ballots must be returned, in a plain, unmarked envelope, to the Secretary by March 1 for confirmation of eligibility. The votes will be counted by the Chairman of the Nominating Committee and in the presence of all interested parties on March 15.
- d. The term of office shall be two years. Officers may be reelected to consecutive terms of office.

ARTICLE VI COMMITTEES

SECTION I

The Board of Directors may, each year, appoint standing committees for all club functions or ad hoc committees where the necessity arises. Such committees shall be subject to the final authority of the Board of Directors.

SECTION II

Any committee appointment may be terminated by the Board of Directors or person serving in the committee upon notice of the Board of Directors, whereupon the Board shall appoint a successor.

SECTION III

The Board of Directors will also accept volunteers for committee appointments provided they are suitable for the work.

**ARTICLE VII
CONFLICTS OF INTEREST**

Sec. 1. A member who has a conflict of interest with regard to any matter on the agenda may not vote on the matter. A "conflict of interest" means a direct or indirect pecuniary interest which includes a pecuniary benefit to any member of the person's immediate family, to his or her employer, or to the employer of the person's immediate family. It also includes any situation where a member may be tempted to place a personal interest ahead of the best interests of the corporation.

Sec. 2. A question of whether a member shall be disqualified from voting on any matter shall be decided by a majority of the voting members present excluding the member whose vote is challenged.

**ARTICLE VIII
DISCIPLINE**

SECTION I CHARGES

Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Association. A written report shall be presented to the Board of Directors in duplicate, stating the nature of the charges. The Board of Directors shall then determine if the charges of misconduct are prejudicial to the best interests of the Association, and if not, may dismiss them. However, if the Board's decision is to entertain the charges, they will fix a date of hearing between 3 to 6 weeks. The accused member shall then be notified by Registered mail of the charges and date of the Hearing, and may appear in his/her own defense and bring witnesses if he/she wishes.

SECTION II BOARD OF DIRECTORS HEARING

The Board shall have complete authority and after hearing the complainants and defendant's evidence and testimony, and by majority vote by secret ballot of those present, suspend the defendant from all privileges of the Association for six (6) months from the date of the hearing and or the penalty of expulsion. A written report of these findings shall be filed with the Secretary, who in turn shall notify each party of the Board's decision.

SECTION III EXPULSION

If expulsion is recommended following the Board hearing, such proceedings shall be presented before the Association membership at the next general membership meeting. The defendant may attend and speak in his/her own behalf if the defendant so wishes. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant to speak in his/her own behalf if the defendant so wishes. The members will then vote by secret ballot and a two-thirds majority of those present will be needed for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

**ARTICLE IX
AMENDMENT**

SECTION I

Proposed amendments to the Bylaws shall be presented to the Board of Directors in written form and over the signature of five active members in good standing. If approved by the Board of Directors, the proposed amendment shall be published in The Maine Carver and shall be voted on at the next general membership meeting. A vote of two-thirds of the members present and voting shall be required to amend the Constitution and/or Bylaws.

a. The first Bylaws were approved by the Maine Wildlife Wood Carvers Association at a regularly scheduled meeting of the Association held at the Mount Blue High School, Farmington, Maine on February 23, 1986.

ARTICLE X NEWSLETTER

SECTION I

The Association shall cause to be published each month, a newsletter, The Maine Carver, which will contain announcements of the forthcoming meetings or activities and said newsletter shall be mailed to each member.

a. The newsletter may also contain general information concerning activities of members as well as matters of interest to wood carvers, including paid advertisements, helpful hints and notices of other exhibits or functions.

ARTICLE XI LIABILITY

SECTION I

The Maine Wood Carvers Association, its officers and members shall not be held responsible for bills, or obligations not specifically authorized by the Association, its Constitution or Bylaws, nor shall there be liability for personal or bodily injuries to members or guests, nor for damages due to loss of property of members or guests or exhibitors at meetings, exhibits, or other functions.

ARTICLE XII DISSOLUTION

The Association may be dissolved at any time by a two-thirds majority vote of its members. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the association such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII ORDER OF BUSINESS

SECTION I

At general membership meetings of the Association, the order of business shall be as follows:

- President's Report and Roll Call
- Secretary' s Report and minutes of the last meeting

- Treasurer's Report
- Committee Reports
- Old Business
- Installation of New Officers (only at Annual Meeting)
- New Business
- Adjournment

SECTION II

At Board of Directors meeting, the order of business is as follows:

- Secretary's Report and minutes of the last Board meeting.
- Treasurer's Report and reading of new applications for membership.
- Unfinished Business
- New Business
- Adjournment

ARTICLE XIV PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any other special rules of order which the Association may adopt.

Originally Approved on February 23, 1986

Updated on March 27, 2004

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