

Articles of Incorporation

Idaho Woodcarvers Guild

Article I – Name and Title

The name of this organization shall be Idaho Woodcarvers Guild, hereafter referred to as the IWG.

Article II - Incorporation

Section I

This organization is a non-profit organization, 501(c)(3), existing under the laws of the State of Idaho, as registered with the Office of the Secretary of the State of Idaho.

Section II

No officer or trustee or any other member of the IWG shall be paid for their services to this organization. In certain circumstances, payment may be made, contingent on Executive Committee approval, for services to a contractor to provide other specific services such as Website management, newsletter, etc. Club members wishing to teach classes within the guidelines of the IWG shall be reimbursed for class supplies and necessary expenditures. The Idaho Woodcarvers Guild appreciates the efforts of its members who have special talents and are willing to volunteer to teach other club members at minimal expense to the members of the club.

Section III

The principal address of the IWG shall be that of the secretary of the IWG, or another appointed designee.

Section IV

The IWG shall not be disbanded except by majority vote of the members present at a club meeting, including 2 officers, two trustees and a majority of members present. All members must be given notification by mail, email or phone contact at least 30 days prior to a meeting called for that purpose. Any unspent funds will be donated to the non-profit 501c organization voted upon by the members at the meeting to disband.

Section V

Articles of the IWG may be changed by the membership provided that a majority of the membership present votes for such an action, and notice of such changes has been given to the membership prior to such meeting.

Article III – Purpose of the IWG

Section I

The club (called the Idaho Woodcarvers Guild or IWG) exists to encourage and promote the art and craft of woodcarving by:

- Having regular meetings (September to May);
- Helping the less advanced artisan through his/her fraternal association with other persons more experienced in the craft of woodcarving;

- Fostering an appreciation of craftsmanship and artistry among the members of the organization and the general public;
- Cooperation with other organizations interested in woodcarving and for the promotion of the general interest in the art of woodcarving;
- and to educate the public of the art and craft of woodcarving and the IWG's interest in furthering that education.

Section II

Definition and inclusions of woodcarving will be accepted as identified in the National Wood Carvers Association, to include the following types of woodcarving:

- Woodcarving
- Pyrography (woodburning)

Article IV – Membership

Section I

Any person interested in the purpose of the IWG shall be eligible for membership.

Section II

A "Junior Member" shall be anyone under the age of 15 who is sponsored by an adult member.

Section III

Any person whose dues are current for the club year (September to August) shall be entitled to the rights and privileges of the club as a full voting member.

Section IV

The secretary shall notify any member whose dues are three months in arrears in writing. If prompt payment is not received, their name may be removed from the club membership registry.

Section V

The IWG Executive Committee, with a vote of the majority of the members, shall have the right to deny and or revoke membership to any person or persons whose actions and membership are not in the best interest of the general membership and the stated purposes of the IWG.

Section VI

Annual dues are \$20 per person/family, per club year (September to August). Dues are due at the August meeting, and are considered delinquent by the October meeting.

Article V – Officers and Executive Committee

Section I

The officers of the club (called the Executive Committee) shall consist of a president, a vice-president, a secretary, a treasurer, and three (3) trustees. This provides seven (7) voting members of the Executive Committee and ensures no tie votes. Votes by any club member

on voting issues may be made in person, via email or regular mail, or by phone contact to a designated officer.

Section II

All officers, with exception of the trustees, shall be elected each year from nominations of candidates by either the nominating committee or the general membership. Officers will be elected at the business meeting in May, and will take office immediately after the May meeting.

Section III

Officer Duties:

- 1) The **president** shall:
 - a. preside at all meetings of the club membership,
 - b. appoint committees along with the members of the Executive Committee as necessary,
 - c. serve as chairman of the Executive Committee,
 - d. serve as a member of all committees except the nominating committee,
 - e. call for an audit of the financial records at the May meeting to perform a financial audit by July 1,
 - f. serve as the face of the IWG to the public and its members,
 - g. appoint, or serve as, the IWG member to the Idaho Artistry in Wood Show committee in February,
 - h. perform all duties not specifically allocated to each officer,
 - i. perform any duties for any member of the Executive committee who is unable to perform their duties, or direct that they be performed by another officer,
 - j. coordinate special events, such as the Christmas party, the August picnic, etc.,
 - k. ensure that all necessary yearly reports and forms are filed with the Secretary of the State of Idaho and the Internal Revenue Service (IRS).
- 2) The **vice-president** shall:
 - a. perform the duties of the president in his/her absence,
 - b. coordinate the monthly carving project,
 - c. serve as a member of the audit and nominating committees,
 - d. coordinate public demos, classes and carve-ins at local venues to promote the aims and purposes of the IWG,
 - e. coordinate the raffle at the monthly club meeting,
 - f. serves as an alternate IWG member to the Idaho Artistry in Wood Show committee
 - g. assist the president in ensuring all duties by all officers are performed.
- 3) The **secretary** shall:
 - a. keep a record of all regular and special meetings of the club and of the Executive Committee,
 - b. keep a record of all correspondence by the club as directed by the president.
 - c. secure addresses, obtain signatures, mail cards to members and others, and conduct correspondence as directed by the members of the Executive Committee.
- 4) The **treasurer** shall:
 - a. receive and pay all sums as ordered by the club to conduct business,
 - b. keep an accurate record of all financial transactions,
 - c. provide monthly financial reports to be given during each monthly club meeting,

d. coordinate sales of T-shirts, caps, vests, etc., for the club.

The **trustees** (3) duties shall be as follows:

- a. All trustees shall serve 3-year, rotating terms,
- b. The 1st trustee shall be the chairman of the Financial Audit Committee,
- c. The 2nd trustee shall be the chairman of the Nominating Committee,
- d. The 3rd trustee shall be responsible for the Show-n-Tell at the monthly meeting.

Section IV

Any club member may make nominations for officers from the floor at the May meeting, in addition to the slate of officers submitted by the nominating committee. Any person nominated for an office must have agreed to serve before a nomination can be accepted.

Section V

Any officer may resign for any reason by delivering notice to the Executive Committee and general club membership. The resignation is effective on the stated date given. The Executive Committee shall fill by appointment any officer vacancies, if deemed necessary before the next election.

Section VI

Terms of office shall be for one year for the president, vice-president, treasurer, and secretary. Trustees shall serve for 3 years, with the 1st trustee serving 1 year at the inception of the club, the 2nd trustee serving 2 years and the 3rd trustee serving the full 3 years. After the first 3 years, each trustee shall serve a term of office for three years.

Section VII

The past president shall serve as an ex-officio member of the Executive Committee, in an advisory capacity, without Executive Committee voting privileges.

Section VIII

Any officer may be removed for any reason and without cause with a motion by and a majority vote from the membership.

Article VI – Committees

Section I

The Executive Committee shall meet as needed, but at least once a year, to oversee the club's activities. Five (5) members shall constitute a quorum for voting purposes. The Executive Committee shall be authorized to spend club dues as necessary to conduct approved club business. Emergency expenditures may be approved post-purchase, under extraordinary circumstances, such as death (flowers and condolences), supplies (for carving classes), and other expenditures to be determined at a later date.

Section II

Standing committees shall be the Executive Committee, the Nominating Committee, and the Financial Audit Committee. All other committees will be appointed as necessary by the Executive Committee, or filled by volunteers approved by the Executive Committee.

Section III

The principal duties of the Executive Committee, in addition to the day-to-day operations of the club and running the monthly meetings, shall be:

- Publicity
- Membership
- Website (in conjunction with the webmaster)
- Library
- Programs
- Newsletter (in conjunction with the Newsletter Editor, not a member of the Executive Committee)

Section IV

The Nominating Committee shall be appointed at the February meeting, and shall conduct a search for a slate of officers to be elected during the May meeting.

Section V

The Financial Audit Committee shall begin meetings in May to prepare a financial audit of the IWG records in July.

Article VII – Meetings

Section I

Regular club meetings shall be conducted on the 2nd Thursday of each month from September to May, from 6:30 pm to 8:30 pm, at the Woodcraft store at 7005 W. Overland Road, Boise, ID, 83709.

Section II

The president, with the consent of the Executive Committee, may postpone any regular meeting of the club, under extraordinary circumstances.

Section III

The president shall call special meetings as needed, in consultation with the Executive Committee.

Section IV

Meetings shall be conducted in accordance to a modified set of Robert's Rules of Order. The meeting structure shall include, but is not limited to, the following:

- Raffle of donated and/or purchased items,
- Show-n-Tell, open to anyone with an item to show,
- Business meeting,
- Carving demonstration or class, or other activities related to the purposes of the club,
- Discussions of relevant items, events, functions, etc.

Article VIII - Miscellaneous

Section I

All necessary yearly reports will be filed with the Secretary of the State of Idaho and the IRS by the Executive Committee.

Section II

The IWG enjoys a special relationship with the Woodcraft store at 7005 W. Overland Road, Boise, Idaho, 83709. This relationship provides a meeting place and opportunities to participate in training classes, demonstrations, and publicity events through the Woodcraft store. The members of IWG respect and appreciate the support of the Woodcraft store, its owner and the employees. Just as the Woodcraft store supports the IWG, the IWG supports the store. Supplies for club classes, as well as materials for carrying out the aims of the IWG, should be purchased from the Woodcraft store, whenever possible, to show appreciation for the support the store provides to the IWG.

Section III

These bylaws can be amended for any reason during any club meeting by a majority vote of the members, provided the members have had notification of such meeting for that purpose, and discussion has been conducted concerning the changes of the club's bylaws.