

By-laws of:  
**St. Charles Area Woodcarvers**

*ARTICLE I – Membership*

**Section 1** Any person of good character who is interested in the object (ARTICLE XII) of this club is eligible for membership.

**Section 2** Any person 18 years or older may become an ACTIVE MEMBER with all club privileges upon payment of one year's dues.

**Section 3** Any person 10 to 18 years may become an ASSOCIATE MEMBER with no voting or elective privileges upon payment; provided said person has an ACTIVE MEMBER sponsor and a waiver of liability signed by parent or guardian. ASSOCIATE MEMBERS will not receive Newsletters or mailings unless authorized by the Board of Directors.

**Section 4** CORPORATE MEMBERSHIPS shall be available to any businesses or corporations approved by the Board of Directors. CORPORATE MEMBERS shall have no voting or elective privileges; they shall receive any Newsletters.

*ARTICLE II – Meetings*

**Section 1** The annual voting meeting of this club shall be the second meeting of the month of November, or as determined by the Board of Directors.

**Section 2** The regular meetings of the club shall be held on the first and third Wednesday of each month. The Board of Directors, or club members, by a majority vote of active members present, may reschedule meetings to accommodate holidays or other special events.

**Section 3** Special meetings of the club may be called as determined by the Board of Directors. Written or printed notice stating the place, day, time, and purpose or purposes of any special meeting shall be delivered not less than three days before the date of the meeting, either personally or by mail, to all Active Members of the club.

*ARTICLE III – Dues*

**Section 1** Annual dues for Associate Members shall be one half (1/2) the amount for Active Membership.

**Section 2** Annual dues for Corporate Members shall be two and one half times (2 1/2) the amount for Active Membership.

**Section 3** Annual dues for Active membership shall be set by a majority vote of Active members present at the second November meeting for the following calendar year. New Memberships joining during the period of January through June inclusive will be charged the full amount membership fee; new memberships joining during the period July through December inclusive will be charged one half the regular annual dues for the type of membership applied for; such membership fees to apply for year in which paid.

**Section 4** All membership fees shall be due and payable by January 15<sup>th</sup> of each year. Members who have not paid their annual dues by March 1<sup>st</sup> will be reminded once of such delinquency. If payment is not made by April 1<sup>st</sup> such member shall be dropped from the active rolls.

## ***ARTICLE IV – Board of Directors***

**Section 1** The affairs of the club shall be conducted by a Board of Directors consisting of nine members in good standing, including the officers of the club and four directors elected at-large from the Active Membership, and the immediate past president. *Amended on Nov 17, 2010 to reduce the number of at-large directors from four to three and remove the immediate past president as a director.*

**Section 2** At the first election of the Board of Directors three at-large members shall be elected for terms of two years each, and two at-large members shall be elected for terms of one year each. *Amended on Nov 17, 2010 for two at-large members to be elected for two year terms and one at-large member to be elected for one year.*

**Section 3** Of the Boards Members who are not officers, each shall be elected for a term of two years.

**Section 4** The directors shall hold office until their successors are respectively elected.

**Section 5** The club members may, at any meeting called for the purpose, by vote of two-thirds (2/3) of the total active membership present, remove any director from office.

**Section 6** Any vacancy occurring in the office of Directors shall be filled by election of the Active membership at any meeting held during the existence of such vacancy to finish out the unexpired term.

## ***ARTICLE V – Meetings of the Board of Directors***

**Section 1** Regular meetings of the Board of Directors will be held on the first Wednesday of each month or at such times and places as the Board shall determine. A ‘Regular’ meeting of the Board shall be held without call or formal notice.

**Section 2** Special meetings of the Board of Directors may be held at any time or any place when called by the President or two or more Directors, 24-hour notice of the time and place being given to

each Director. A waiver of such notice in writing, signed by the person or persons entitled to said notice either before or after the time stated therein, shall be deemed equivalent to such notice.

**Section 3** Quorum. The presence at any meeting of a majority of the total number of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting which a quorum is present shall be the act of the Board of Directors.

## ***ARTICLE VI – Officers***

**Section 1** This club shall have a President, a Vice President, a Secretary, and a Treasurer.

**Section 2** The officers shall be elected by the active members at the annual meeting for a one year team.

**Section 3** The club members may, at any meeting called for the purpose, by a vote of two thirds of the total active membership present, remove any officer from office.

**Section 4** Any vacancy occurring among the officers shall be filled for the remainder of the term by appointment by the Board of Directors at any meeting held during the existence of such vacancy.

**Section 5** The President. The President shall be the chief executive officer of the Club, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of business affairs and property of the club, and control over its officers, agents, and employees. The president shall preside at all the meetings of the membership and of the Board of Directors at which he/she is present. The president shall do and perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these by-laws or by the Board of Directors.

**Section 6** The Vice President. At the request of the President or in the event of his/her absence or disability, the Vice President shall perform all the duties of the President, and when so acting, shall have all the power of, and be subject to all the restrictions upon, the President. The Vice President shall perform such other duties and may exercise such other powers as from time to time may be assigned to him/her by these by-laws or by the Board of Directors, or the President.

**Section 7** The Secretary. The secretary shall:

- (a) Record all of the proceedings of the meetings of the club and Directors in a book to be kept for that purpose;
- (b) Have charge of the membership ledger;
- (c) See that all notices are duly given in accordance with the provisions of these by-laws or as required by statute;
- (d) Be custodian of the records of the club and of the Board of Directors, and of the Seal of the Club, and see that the Seal is affixed to all documents the execution of which on behalf of the Club under its Seal shall have been duly authorized;
- (e) See that all books, reports, statements, certificates, and other documents and records required by law to be kept or filed, are properly kept or filed; and

- (f) In general, perform all duties and have all powers incident to the office of Secretary and perform such other duties and have such other powers as from time to time may be assigned to him/her by these by-laws, or by the Board of Directors, or the President.

**Section 8** The Treasurer. The Treasurer shall:

- (a) Have responsibility over the funds, securities, receipts and disbursement of the club and collect all dues;
- (b) Cause all monies and other valuable effects of the club be deposited in its name and to its credit in such depository as shall be selected by the Board of Directors or pursuant to authority conferred by the Board of Directors;
- (c) Cause the funds of the club to be disbursed by check or drafts upon the authorized depositories of the club, when such have been duly authorized;
- (d) Cause to be taken and preserved proper vouchers for all money disbursed;
- (e) Cause to be kept correct books of account of all the club's business and transactions;
- (f) Render to the President or the Board of Directors, whenever requested, an account of the financial condition of the club and of his/her transactions as Treasurer;
- (g) Be empowered to require from the officers or agents of the club, reports or statements giving such information as he/she may desire with respect to any and all financial transactions of the club; and
- (h) In general, perform all duties and have all powers incident to the office of Treasurer and perform such other duties and have such other powers as from time to time may be assigned to him/her by these By-laws or by the Board of Directors or President.

***Article VII Committees***

- (a) The President shall appoint standing committee chairmen as soon as possible after taking office.
- (b) Membership Committee. The duties of the Membership Committee shall be: To act as hosts and hostesses at all meetings and outings, to introduce members and guests to one another and to advise the membership of special personal events concerning the members.
- (c) Publicity Committee. The duties of the Publicity Committee shall be: To distribute the club's news regularly to the appropriate media. To make all necessary arrangements for publicity and promotion of special activities.
- (d) Library committee. The duties of the Library Committee shall be: To have custody of such books or other items the club may own for circulation among its members, to keep accurate and up-to-date information and to advise members as to the rate and period of all available magazines devoted to woodcarving interests.
- (e) Historian Committee. The duties of the Historian Committee shall be: To maintain a continuing history of the activities of the club including all published articles concerning club-related activities of the membership.
- (f) Program Committee. The duties of the Program Committee shall be: To plan and arrange programs for presentation at the club's monthly meetings.
- (g) Nominating Committee. The Nominating Committee shall be a Quorum of the Board of Directors. The duties shall be: To select the names of candidates, ascertained to be available and willing to serve, for election as officers and positions on the Board of Directors, as well as for election to fill vacancies that may occur.

- (h) Newsletter Committee. The duties of this Committee shall be: To publish and distribute to the membership, at least quarterly, a newsletter devoted to interests of the club.
- (i) Other standing or special committees may be appointed at the discretion of the President or the Board of Directors.

### ***Article VIII- Execution of Instruments***

**Section 1** Execution of Instrument- Generally. All documents, instruments or writings of any nature shall be signed, executed, verified, acknowledged, and delivered by such officer or officers or such agent of the club and in such manner as the Board of Directors from time to time may determine.

**Section 2** Checks, Drafts, etc. All notes, drafts, acceptances, checks, endorsements, and all evidences of indebtedness of the club whatsoever shall be signed by such officer or officers or such agent or agents of the club and in such a manner as the Board of Directors from time to time may determine. Endorsement for deposit to the credit of the club in any of its duly authorized depositories shall be made in such manner as the Board of Directors from time to time may determine.

### ***Article IX – Club Seal***

The seal of the club shall be in the form of a circle and shall bear the name of the club and shall indicate its formation under the laws of the State of Missouri. Such seal shall not be less than 1 3/4” or more than 1 7/8” in diameter and shall be of a kind to be impressed on the instruments sealed and shall be substantially as follows:

Where necessary in the execution of an instrument a facsimile thereof may be affixed or reproduced or otherwise shown on such instrument.

This Article along with part of Article 6, Section 7, paragraph (d) shall be held abeyance until such time as the Board of Directors shall approve their affectivity.

### ***Article X – Amendments***

**Section 1** These By-laws may be amended at any regular or special meeting of the club by a two-thirds majority vote of active members present, and after preliminary steps outlined in Section 2 of this article have been taken.

**Section 2** No amendment shall be acted upon unless the proposed amendment has been read at a previous meeting, and copies have been provided to all members at least seven days prior to the meeting at which time the amendment is to be acted upon.

### ***Article XI***

Robert's Rules of Order, Revised, shall be prevailing authority for all questions of procedure arising at any meeting.

***Article X11 –Object of Club***

**Section 1** The purpose for which the club is organized is as follows: To promote the appreciation and art of woodcarving and associated crafts through instruction, exhibitions and demonstrations.

**Section 2** The club is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any; of all money received by the club from its operations, after the payment in full of all debts and obligations of the club of whatsoever kind and nature, may only be used and distributed exclusively for charitable, scientific, and educational purposes.

***Article XIII***

Dissolution Clause. If the club shall be dissolved for any reason, any remaining funds, after all debts are paid, shall be donated to a non-profit charity, chosen at that time, by the Board of Directors.

REVISED 5 January 2000

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President

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Director

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Vice-President

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Director

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Secretary

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Director

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Treasurer

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Director

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Director

NOTE: Drafted:  
January 24, 1985

Revisions:  
July 10, 1985

April 4, 1990

January 5, 2000

November 17, 2010