

Bylaws of The Guild of Vermont Furniture Makers

ARTICLE 1 – Name and Address

Section 1: The name of the association shall be The Guild of Vermont Furniture Makers (aka The Guild of VT Furniture Makers or The Guild).

Section 2: Principal office of the association shall be located at 19 Spellman Terrace, PO Box 6004, Rutland, VT 05702-6004. 11B V.S.A. § 5.02

ARTICLE II - Purpose

Section 1: The Guild of Vermont Furniture Makers is an association of master level furniture makers dedicated to the promotion of quality craftsmanship, excellence in design and the pursuit of their artistic vision.

Section 2: The name and purpose of the Corporation shall be as set forth in its Articles of Incorporation and any amendments thereto.

ARTICLE III - Membership

Section 1: The Guild has two levels of membership: Furniture makers and supporters. Furniture makers are voting members who are granted juried membership by the existing membership. Supporting members are non-voting members.

Section 2: The membership period begins on the first day of January and ends on the last day of December of each calendar year. At the discretion of the Steering Committee, the membership term may be extended for new members.

Section 3: Fee changes are proposed by the Steering Committee and approved by the membership. Notice of the proposed change shall be given via e-mail for approval by a vote of the membership at any general meeting.

Section 4: “Membership fees may be paid in two equal installments, the first due January 1 and the second due the following July 1. Non-payment of dues by a specified date set by the Steering Committee may result in forfeiture of voting privileges and website presence.

ARTICLE IV - Meetings

Section 1: “There shall be at least four general meetings per year. General meetings are open to members and invited guests. All Guild members are welcome at Steering Committee meetings.”

Section 2: Election of officers will occur at the first general meeting after the start of the membership period.

Section 3: Special meetings to accommodate special programs or activities must

be approved by the Steering Committee.

Section 4: All members shall receive notice of any meeting via e-mail as deemed appropriate.

Section 5: A simple majority of member votes at a meeting shall be necessary for approval of an issue under consideration, except when that issue has specific provisions in these Bylaws. The President shall vote to break a tie. The Steering Committee may act to nullify or veto approval of any issue not pursuant to the Guild's purpose (per Article II) or in the Guild's general welfare. Notice of a veto shall be given via email. The membership shall have an opportunity to override a veto by a two-thirds vote of the members present.

Section 6: If a member is unable to attend a meeting, that member can vote by casting a written absentee ballot mailed or delivered to the President that: 1) states the issue under consideration; 2) states whether they accept or reject that issue; and 3) is signed and dated. All absentee ballots are cast at the time of voting by the President on behalf of the absentee members. Any ballot received after a vote is invalid. The President assumes no responsibility for ballots not delivered in person or received by any other means prior to the vote. A member's vote in person at a meeting shall void his or her absentee ballot.

Section 7: All individual members or guests shall be responsible for their own personal safety at any Guild function.

ARTICLE V - Steering Committee

Section 1: The government of the Guild shall be the Steering Committee. This Committee is comprised of seven members, including current officers and past president. At least two members must be replaced each year after the election of new officers. Each Committee member must be a member of the Guild in good standing.

Section 2: The Steering Committee shall set the general guidelines and policies for the Guild. The Steering Committee is also entrusted with the responsibility to assure that the membership is acting in accordance with the purposes of the Guild per Article II of these Bylaws and may take unilateral action, if necessary, to protect and preserve that interest.

Section 3: The Steering Committee shall meet as needed to conduct the affairs of the Guild.

Section 4: Any four members of the Steering Committee shall constitute a quorum for the transaction of business. Members of the Steering Committee shall make an earnest attempt to keep each other informed of affairs and business transactions.

Section 5: The Steering Committee will comply with all Vermont statutory requirements where conflicts of interest are involved.

Section 6: The Steering Committee may approve expenditures up to \$500 per quarter. Larger amounts must be approved by simple majority vote at a general meeting.

ARTICLE VI – Officers

Section 1: The officers of this Guild shall be: 1) President, 2) Vice President, 3) Secretary and 4) Treasurer. These officers shall serve on the Steering Committee and have the authority to perform the duties prescribed by these Bylaws.

Section 2: “The officers of the Guild shall be elected for a term of one year by the membership at the first general meeting after the start of the membership period. Officers can serve no more than two consecutive terms in any one office. Appointed Steering Committee members serve at the discretion of the Officers. At the conclusion of the term of office, each officer should return to the President all files related to Guild Business.”

Section 3: Should it be necessary to remove an officer, a two-thirds vote of the entire membership is needed for such removal. Removal under this article shall only be permitted for a serious offense.

Section 4: A vacancy, which occurs for any reason may be filled by appointment via a majority vote of the Steering Committee for the unexpired portion of the term.

Section 5: The President shall: 1) supervise and control all of the business and affairs of the Guild; 2) preside at all of the business and affairs of the Guild; 3) when necessary, sign, with the treasurer or any other proper officer of the Guild, any contracts, notes or checks authorized by the Steering Committee; 4) call special meetings of the Steering Committee; and 5) perform all duties incidental to the Office of the President and other such duties as may be described by these Bylaws and/or the Steering Committee.

Section 6: The Vice President shall: 1) perform the duties of the President in the temporary absence of the President; 2) assist the President in his duties; 3) perform any and all other duties as assigned by the President.

Section 7: The Secretary shall: 1) keep the official records and papers of the Guild, 2) keep the minutes of all meetings of members and the Steering Committee and 3) perform all the duties incidental to the Office of Secretary and such other duties assigned to him or her by the President.

Section 8: The Treasurer shall: 1) monitor the receipts and expenditures of the Guild, 2) make a formal financial report at the annual meeting, 3) provide periodic financial statements at the Steering Committee meetings and 4) perform all the duties incidental to the Office of Treasurer and such other duties assigned by the President.

ARTICLE VII - Committees and Special Function Officers

Section 1: Other committees or special function officers may be created by the President or a majority vote of the Steering Committee. These committees and special function officers can have authority to perform duties prescribed by the Steering Committee.

Committees and special function officers are appointed and removed by the President or by a majority vote of the Steering Committee.

ARTICLE VIII - Contracts, Checks, Deposits and Funds

Section 1: Upon approval by the membership, the President may authorize agents, in addition to those officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and, on behalf of, the Guild. Such authority may be general or confined to specific instances. Agents may sign such instruments in a manner determined by resolution of the Steering Committee.

Section 2: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Guild shall be signed by the Treasurer or the President and paid in a timely manner. Other officers or agents may sign such instruments in a manner determined by the Steering Committee.

Section 3: All funds of the Guild shall be deposited in a timely manner to the credit of the Guild in banks, trust companies, or other depositories.

Section 4: The Steering Committee may accept on behalf of the Guild any contribution, gift, bequest, or device for the general purposes or for any special purposes of the Guild.

Section 5: The President and the Treasurer are empowered with the capacity to write checks and open and close accounts for the Guild.

Article IX - Books and Records

Section 1: The Guild shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Steering Committee, and committees having any of the authority of the Steering Committee. An updated record giving the name and addresses of the members entitled to vote shall be kept by an agent designated by the President. All books and records of the Guild may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X - Fiscal Year

Section 1: The fiscal year shall coincide with the membership period, which begins on the first day of January and ends on the last day of December of each calendar year.

ARTICLE XI - Dissolution

Section 1: A two-thirds vote of the membership and a majority vote of the Steering Committee shall be required for dissolution of the Guild. 11B V.S.A. § 12.02 & 14.02. Upon dissolution of the Guild, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3), Section 501(c)(5), or Section 501(c)(6) of the Internal Revenue Code, or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the organization shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

ARTICLE XII - Amendments to Bylaws

Section 1: The articles of the Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members present at any general meeting if notice of intention to alter, amend, or repeal or to adopt new Bylaws is given via email one week prior to meeting.