

Guild of Maine Woodworkers

Charter

1. The Purpose of said corporation is to develop collective efforts for marketing Maine woodworking products, initiate educational and apprenticeship programs that will transform cultural attitudes about the industrial arts and to leave a legacy of fine craftsmanship by promoting the uncommon expertise of individual member artisans. The corporation will conduct such activities consistent with this purpose.
2. No part of the new earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or for other private purposes, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (9b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
3. Upon the dissolution of the corporation, the board of trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized 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 code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the board of trustees shall determine. Any of such assets not such disposed of by the Superior Court of the county in which 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 purposes.

Article I.

The name of this corporation shall be Guild of Maine Woodworkers

Article II.

The corporation shall have as its principle mailing address:

8 Patricia Avenue
Raymond, Maine 04071

Article III.

The corporate seal of the corporation shall have inscribed thereon the words, Guild of Maine Woodworkers.

Article IV.

Any person desiring to promote the purposes of this corporation shall be eligible for membership. There are three forms of membership, each with specified benefits.

Subscriber: Subscriber member will receive all distributed corporation newsletters.

Associate: An Associate member will receive all the benefits of the Subscriber member with the added benefits of inclusion in the corporation directory and referral services.

Full Membership: A Full member will receive all the benefits of the Associate member with the added benefits of inclusion in the corporation portfolio and permission to sell products through the corporation's shows, showroom and other events. Only full members are allowed to vote at annual and special meetings (see Articles V and VII). The Board of Trustees (see Article V) shall set dues for each form of membership at the annual meeting for the ensuring year.

Article V.

Officers. The officers of the corporation shall be the President, Vice President, Clerk, Treasurer, and Board of 9 Trustees, 3 of the latter will be elected annually, each to serve a term of 3 years. All the above officers shall be elected at the annual meeting of the corporation and shall hold office until the next annual meeting of the members or until their term expires, or until their successors are elected and qualified.

The Board of Trustees, Treasurer, and the Clerk shall be elected by the Full Members and shall hold office at the pleasure of the Full Members or until the annual meeting next succeeded their election term expires. All other officers (President & Vice-president) shall be chosen by the Board of Trustees and shall hold office at the pleasure of the Board of Trustees or until an annual meeting next succeeding their election. In the event of failure of the Full Members or trustees at any annual meeting to elect one or more officers, the incumbents of the office not filled at the annual meeting shall continue to hold their respective offices until their successors are elected and qualified.

Article VI.

Duties of Offices.

The President shall have general supervision of the affairs of the corporation under the direction of the Board of Trustees. The President shall call special meetings of the members and the Board of Trustees as herein provided, appoint all committees and perform such other duties as may be assigned to him/her from time to time by the Board of Trustees.

The Treasurer shall have charge of the financial affairs of the corporation under the supervision of the Board of Trustees and shall have custody of all funds and securities of the corporation. The Treasurer shall collect all dues of members and pay all bills as shall have been approved by the Trustees. The Treasurer shall render an account annually and at such other times as the Trustees may direct. The Treasurer shall give bond to the corporation for faithful performance of his/her duties in such sum and at such time as the Trustees may order.

The Clerk shall have charge of the seal of the corporation and the records. The Clerk shall keep records of all meetings of the members.

The Vice President shall perform the duties of the President in his/her absence or inability to serve.

The Board of Trustees shall have general control of the property and of the business of the corporation. They shall do all such acts and things as may be performed by the corporation. Immediately following their election at future annual meetings of the corporation, they shall meet and elect from their own number the President of the corporation and a secretary who shall keep minutes of the meetings of the Board.

The Trustees may determine the manner of calling their own meetings and the time and place thereof. Five Board members shall constitute a Quorum and decisions will be based on majority rule.

Special meeting of the Board of Trustees may be called at any time by the Clerk upon written request of the President or such Trustees to be held at such place as may be designated in the request. Notice thereof and of the time may be given in hand writing or

by mailing to the last and usual place of abode of such Trustees at least seven days prior to said meeting, however called or notified, or shall sign a written consent thereto on the record of such meeting, the action of such meeting shall be as valid as if regularly called and notified.

The Board of Trustees shall have the power to purchase or otherwise acquire any property which the corporation is authorized to acquire at such price and on such terms and conditions as they may determine. They shall have authority to incur such indebtedness or liabilities on behalf of the corporation as they may deem necessary for carrying on the business of the corporation or for the protection of its property. They shall have the power to sell, mortgage, lease, convey or otherwise dispose of any real and personal property of the corporation, when in their judgment, the interests of the corporation demand it, but this shall not be construed to give them authority to dispose of any of the property of the corporation or any portion thereof which may be necessary for the orderly transaction of the business and purpose of the corporation.

Vacancies. My vacancy occurring in any office of the corporation by reason of death, resignation, disqualification, failure to elect or otherwise shall be filled by the Trustees or the remaining members of the Board provided a Quorum may be had; otherwise such vacancies may be filled by a special meeting of members.

Article VII.

Meetings.

Notice of the annual meeting of members shall be given by the Clerk by mailing to each member a notice of said meeting at least seven days prior to the date of the meeting. Five Full Members shall constitute a quorum for business transactions.

Special meetings of the corporation may be called by the President at his discretion and shall be called on vote of a majority of the Board of Trustees. Special meetings shall also be called by the President, by the Clerk or by the Board of Trustees upon written demand of seven Full Members. At such meeting only such business as shall be specified in the notice of the meeting shall be transacted.

Article VIII.

Amendments.

These By Laws may be amended at any annual or special meeting of the members provided the proposed amendment is inserted in the notice of the meeting and two thirds of the Full Members present vote in favor of the amendment.