

Guild of Maine Woodworkers

Bylaws

Article I.

The name of this corporation shall be “Guild of Maine Woodworkers.”

Article II.

The corporation shall have as its principal mailing address:

Guild of Maine Woodworkers
92 Depot Rd.
West Baldwin, ME 04091

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 two forms of membership, each with specified benefits.

Member - A member will receive all distributed materials and referral services. A member will receive all distributed materials and referral services. A member may hold office and vote at all meetings.

Professional - A professional will receive all the benefits of the Member category with the added benefits of inclusion in the corporation portfolio and permission to sell products through the corporation's shows and other events.

Article V.

Officers

The officers of the corporation shall be the President, Vice President, Clerk, Treasurer, and Board of 9 Trustees. Three of the trustees will be elected annually, each to serve a term of three 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 members and shall hold office at the pleasure of the members or until the annual meeting next succeeding their election. All other officers (President and Vice President) shall be chosen by the Board of Trustees and shall hold office at the pleasure of the Board of Trustees or until the annual meeting next succeeding their election. In the event of failure of the 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 Officers

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 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 Board of 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 or 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 Board.

The Board of 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 meetings 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 Trustee 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 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. Any 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 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 members. At such meeting only such business as shall be specified in the notice of the meeting shall be transacted.

Article VIII.

Amendments

These Bylaws 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 membership present vote in favor of the amendment.