

**BY-LAWS OF THE  
WASHINGTON WOODWORKERS GUILD  
OF THE NATIONAL CAPITAL AREA, INC.**  
(formed under the Virginia Nonstock Corporation Act)

**Article I – Offices**

**Section 1.01 Location** - The principal office of the Corporation shall be located within or without the Commonwealth of Virginia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

**Article II – Membership**

**Section 2.01 Eligibility** - Any individual interested in the purposes of the Corporation shall be eligible for membership.

**Section 2.02 Classification of Members** - Membership shall be available in the following classifications:

- A. Active Members - Those members who are current in their annual membership dues.
- B. Honorary Members - Those members invited and elected as honorary members by the Board of Directors.
- C. Patrons - Those individuals and/or organizations who support the Corporation by providing programs, materials, supplies, display space, financial, or other contributions as may be determined by the Board of Directors.

**Section 2.03 Voting and Holding Office** - Only individuals who are Active Members shall be eligible to vote and/or hold office.

**Section 2.04 Membership Year** - The membership year shall be from January through December.

**Section 2.05 Member Dues** - Member dues shall be recommended by the Board of Directors and approved by a majority vote of the Active Members present at the annual business meeting.

The membership period shall run from January 1<sup>st</sup> through December 31<sup>st</sup>. New members joining in November or December will be considered to be paid in full through the next calendar year. New members joining after June 30<sup>th</sup> will be charged at 50% of the annual rate. New members joining at other times shall be charged the full rate.

Member renewals are due in January of each year but can prepaid at any time. Active Members failing to to renew by April 1<sup>st</sup>, will be moved to Inactive Status and will have their

membership privileges suspended. Inactive Members will be reinstated to Active status upon payment of the full annual amount.

**Section 2.06 Special Assessment** - Special assessments shall be recommended to the membership by the Board of Directors for approval by majority vote.

### **Article III – Meetings**

**Section 3.01 Monthly Meeting of Active Members** - Monthly meetings shall be held each month at a time and place determined by the Board of Directors. Active Members shall transact such business of the Corporation at its monthly meeting as may be proposed by the President or by the Board of Directors and such other business as provided for by these Bylaws.

**Section 3.02 Annual Meeting of Active Members** - An annual meeting of Active Members of the Corporation shall be held at a time and place designated by the Board of Directors. The meeting shall be open to all Active Members. All Active Members in good standing (current dues paid) shall have the privilege of the floor. The Active Members shall elect the members of the Board and Officers for the next year, approve a budget, and conduct any other business as presented by the Board of Directors.

**Section 3.03 Special Meetings** - Special meetings of the members may be called at any time by the President or by the Board of Directors. Only business within the purposes described in the meeting notice may be conducted.

**Section 3.04 Notice of Meetings** - Notice of Annual, Special, and Monthly meetings shall be posted in the Wooden Word (monthly news letter) and the Corporation's Internet Web site ([www.washingtonwoodworkersguild.org](http://www.washingtonwoodworkersguild.org)) not less than ten (10) or more than sixty (60) days before the date of the meeting, except that meetings to amend the articles of incorporation, a plan of merger, a proposed sale of assets, or the dissolution of the Corporation shall be given in not less than thirty (30) or more than sixty (60) days before the meeting. The Corporation may also give Active Members such written notice by electronic transmission with the member's consented.

**Section 3.05 Meetings by Conference Telephone** - The Directors may hold telephone conference meetings or meetings by other electronic means if all members of the Board consent in writing (including e-mail) to such action. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

### **Article IV - Board of Directors**

**Section 4.01 Composition** - The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, Wooden Word Editor, Program Chair, Web Master, DVD/Tape Library Chair, and At-Large Member. The President shall be Chair of the Board.

**Section 4.02 Power of Board and Qualifications of Directors** - All corporate powers shall be

exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. A Director need not be a resident of the Commonwealth of Virginia.

**Section 4.03 Interim Vacancies** - Vacancies of Directors which occur between annual elections due to ineligibility, resignation, expulsion, disability, or death shall be appointed for the interim term by majority vote of the Board of Directors at the earliest practical time.

**Section 4.04 Quorum** - The presence of the majority of the Directors shall be necessary to constitute a quorum.

**Section 4.05 Meetings** - The Board of Directors shall meet as needed at the call of the President, or when requested to meet by a majority of the Directors.

**Section 4.06 Compensation** - The Board of Directors shall not be compensated for any services rendered to the Corporation, except they may be reimbursement for reasonable expenses incurred on the Corporation's behalf.

## **Article V - Officers, Agents, and Employees**

**Section 5.01 Officers** - The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.

**Section 5.02 Powers and Duties** - The Officers shall have the following powers and duties:

- A. *President.* The President shall serve as the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors, and subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.
- B. *Vice President.* In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all powers of, and be subject to all restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.
- C. *Secretary.* The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the members and meetings of the Board of Directors, and for authenticating the records of the Corporation, and shall give or cause to be given, all notices in accordance with these Bylaws or as required by law, and in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the Corporate Seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may

be attested by his signature. The Board of Directors may give general authority to any Officer to affix the seal of the Corporation, if any, and to attest the fixing by his or her signature.

- D. *Treasurer.* The Treasurer shall have the custody of, and shall be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his duties as the Board of Directors may require, for which he shall be reimbursed.

**Section 5.03 Terms of Office and Removal** - Each Officer shall hold office for the term of one calendar year. All Officers shall be elected at the Annual Meeting of the Active Members. Election or appointment of an Officer shall not in itself create any contract rights in the Officer or the Corporation.

**Section 5.04 Resignation** - Any Officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

**Section 5.05 Agents and Employees**. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not in itself create contract rights.

**Section 5.06 Compensation of Officers, Agents, and Employees**. The Corporation may not pay any compensation to Officers for services rendered. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any Officer or Officers, then by such Officer or Officers. The Board may require Officers, agents, or employees to give security for the faithful performance of their duties.

**Section 5.07 Process of Nomination and Election of Officers** - Any Active Member in good standing may be elected to serve as an Officer of the Corporation. By October 15 of each year, the President shall appoint a chairperson and no less than 3 or more than 5 additional members to a nominating committee. The committee will bring a recommended slate of Officers and Directors before the Board by the November meeting. The slate then will be presented to the Active Members at the regular December meeting. Additional nominations from the floor will be accepted provided that the person nominated has agreed to serve and

understands the commitments involved. The Active Members present will vote and the nominee receiving the most votes cast for each position shall be declared to be duly elected.

## **Article VI – Miscellaneous**

**Section 6.01 Fiscal Year** - The Fiscal year of the Corporation shall be from January to December, or such other period as may be fixed by the Board of Directors.

**Section 6.02 Corporate Seal** - The Corporate Seal shall be circular in form, shall have the name of the Corporation inscribed therein and shall contain the words “Corporate Seal” and “Virginia” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

**Section 6.03 Checks, Notes, and Contracts** - The Board of Directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. The determination of who is so authorized shall immediately be memorialized in a resolution of the Board of Directors.

**Section 6.04 Books and Records** - The Corporation shall keep at its office correct and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any form capable of being converted into written form within reasonable time.

**Section 6.05 Amendment of Articles of Incorporation and Bylaws** - The Articles of Incorporation of the Corporation may be adopted, amended, or repealed in whole or in part by a two thirds vote of the Active Members. The Bylaws of the Corporation may be adopted, amended, or repealed in whole or in part by a majority vote of the Active Members of the Corporation.

**Section 6.06 Indemnification and Insurance** - The Corporation shall indemnify any Director, former Director, or any person who while a Director of the Corporation may have served at its request as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and may, by resolution of the Board of Directors, indemnify an Officer, employee, or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such Director, Officer, employee, or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person: (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with the Corporation that his conduct was in the best interest of the Corporation; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection

with a proceeding (1) by or in the right of the Corporation in which the Director was judged liable to the Corporation, or (2) in which improper personal benefit is charged.

The Corporation shall indemnify a Director who entirely prevails in the defense of any proceeding to which he was a party because he is or was a Director of the Corporation, for reasonable expenses incurred by him in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, employee or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of section 13.1-878 of the Virginia Nonstock Corporation Act are met.

The provisions of this Article shall be applicable to claims, actions, suits, or proceeding made or commenced after the adoption hereof, whether arising from acts or commissions to acts occurring before or after adoption hereof. The indemnification provided by this article shall not be deemed exclusive of any other rights to which such Director, Officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict that power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any Director, Officer, employee, or agent of the Corporation against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time that Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or taxable expenditure, as defined in section 4941(d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with section 4958 of the Code or any other provision of the Code applicable to corporations described in section 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.