

# Prairie Woodcarvers

## Constitution and By-laws

Adopted September 7, 2019

Amended

### PREAMBLE

This non-profit organization shall be named the Prairie Woodcarvers. The objective of this organization shall be to provide education and increase knowledge in the arts of wood carving, wood sculpture, whittling, and related wood crafts.

Said organization is organized exclusively for charitable, religious, and/or educational purposes that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## CONSTITUTION

### ARTICLE I – MEMBERSHIP

**Section 1:**                   **Eligibility for Membership**

Membership is open to anyone without regard to race, religion, creed, national origin, sex, color, sexual orientation, age, or any other factor. We encourage membership that shares an interest in woodcarving. Membership is granted after completion and receipt of a membership application.

**Section 2:**                   **Active members:** An active member is any individual and member of his/her family who is current in dues payment in accordance with the Bylaws, Article III.

**Section 3:**                   **Junior Members:** Any member under the age of 18 who has completed an application and paid their dues for the current year.

**Section 4:**                   **Associate members:** Those who have completed an application but are not current with dues but receive a newsletter will be considered non-voting members.

**Section 5:**                   **Rights of Members:**

- a. An active member in good standing may vote, hold office, and serve on committees
- b. A copy of the Constitution and Bylaws shall be furnished, upon request, to any active member.
- c. All members shall receive a newsletter and be notified of any meetings or functions of the club.

**Section 6:**                   **Removal of Membership Eligibility:** A member may be expelled from the organization for action contrary to the best interest of the organization, either by unanimous vote of the Executive Board or by a majority vote of members present and voting at any regular meeting.

### ARTICLE II - OFFICERS

**Section 1:**                   **Definition of Officers:** the officers of the organization shall be: President, President-Elect, Secretary/Treasurer, and Activities Director.

**Section 2:**

**Duties and Responsibilities of Officers:**

- a. **President:** The president shall have general supervision of all phases of the organization's activities; shall preside at all meetings of the organization and the Executive Board; shall appoint a nominating committee; and appoint any other committee's necessary for the activity of the organization. The president may authorize, at his/her discretion, miscellaneous expenditures no to exceed \$100. If the president makes such an authorization, club members shall be advised of the reason for the expenditure at the next regular meeting and the information will be included in the minutes recorded at said meeting.
- b. **President-Elect:** The president-elect shall take over the duties of the president in the absence of the president.
- c. **Secretary/Treasurer:** The secretary shall record the minutes of all meetings of the club and shall carry on all official correspondence. The treasurer shall manage all the money of the organization; collect the dues; deposit all received funds into the organization's bank account; pay all bills presented to and approved by the executive board; and submit a monthly and an annual report of the receipts and disbursements. The treasurer's books shall be audited before the annual meeting.
- d. **Activities Director:** The activities director shall plan the programs or activities for the organization's monthly meetings; and make necessary arrangements for the meeting or activity.

## **ARTICLE III – EXECUTIVE BOARD**

**Section 1:**

**Composition of Executive Board:** The executive board shall be composed of the elected officers of the organization.

**Section 2:**

**Executive Board Meetings:** The executive board shall meet at the call of the president or at the request of three members in good standing.

**Section 3:**

**Quorum for Meeting:** Three executive board members present shall constitute a quorum for transaction of any business.

**Section 4:**

**Duties and Responsibilities of Executive Board:**

- a. The executive board shall be the administrative body of the organization.
- b. The executive board shall administer any grants funds and authorize their disbursements for their intended purpose up to the full amount of the grant.
- c. By a majority vote, the executive board shall select any member in good standing to fill the unexpired term of any vacancy except president-elect.
- d. The executive board shall determine and approve fees and charges for seminars and classes sponsored by the club.
- e. An additional administrative charge may be assessed non-members who attend classes upon approval of the executive board. The executive board will determine the non-member administrative charge amount, if any.
- f. The executive board may vote to approve withholding of seminar deposit fees for short notice cancellations. If this is to be done, it will be approved prior to announcing the class for registration, and it will be clearly stated on the registration form.

**Section 5:**

**Compensation of Executive Board Members:** All members of the executive board shall serve without pay.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, officers, or other private persons, except that the organization shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purpose set forth in the preamble of this document hereof. No part of the activities of this organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publication of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities nor 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 the correspondence section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Section 6:** **Removal of Officers:** Any member of the executive board, absent three consecutive meetings without a good and valid reason shall be replaced by majority vote of the executive board.

## ARTICLE IV – AMENDMENTS TO THE CONSTITUTION AND BYLAWS

**Section 1:** **Proposed Amendment Submission:** Proposed amendments must be submitted to the executive board in writing by a member in good standing.

**Section 2:** **Reading of the Amendment in Regular Meeting:** The proposed amendments shall be presented by the executive board and be called to the attention of the members present at the business meeting prior to the meeting when the vote will be called.

## BYLAWS

### ARTICLE I – FISCAL YEAR

**Section 1:** **Fiscal Year Definition.** The fiscal year shall be from January 1 to December 31.

### ARTICLE II - MEETINGS

**Section 1:** **Number of meetings requires:** There shall be at least six-monthly meetings of the organization during the year.

**Section 2:** **Suspension of Regular Meetings During Summer Months:** There shall be no regular scheduled meetings of the organization during May, June, July, and August. Special meetings and events may occur during these months.

**Section 3:** **Annual Meeting;** One meeting during the year shall be designated as the annual meeting. The annual meeting shall be December.

**Section 4:** Order of Business:

- a. Call to Order
- b. Read Minutes of Previous meeting
- c. Read Executive Board Minutes, if Necessary
- d. Treasurer’s Report
- e. Communications
- f. Introduction of Visitors
- g. Presentation of bills

- h. Reports
- i. Unfinished Business
- j. New Business
- k. Show and Tell
- l. Adjournment

## ARTICLE III – DUES

- Section 1:** **Dues Amount:** Dues for the active members shall be an amount recommended by the executive board and approved by the membership.
- Section 2:** **Date Payable:** Dues are payable the first day of January each year but can be paid at any time. Members in arrears are not eligible to vote at a club meeting.
- Section 3:** **New Members Calendar Year:** Any new member who joins during the year becomes a full member from the date of dues payment and is considered paid up until December 31 of that same year.

## ARTICLE IV – INCORPORATION ADDRESS

- Section 1:** **Official Address:** The official address of the organization shall be:  
Prairie Woodcarvers  
2100 White Oaks Circle NE  
Alexandria, MN 56308

## ARTICLE V - NOMINATIONS

- Section 1:** **Number of Members on the Nomination Committee:** The nominating committee shall consist of not less than three and not more than five members, one of which is a current member of the Executive Board of this club.
- Section 2:** **Appointment of Nominating Committee:** The President shall appoint this committee, with assistance of the Executive Board, no later than October each year.
- Section 3:** **Presentation of Candidates for Office:** This nominating committee shall present a slate of one or more names for each office of the club, at the regular meeting in November. Each of the nominees shall give permission to have his/her name placed in nomination.
- Section 4:** **Nominations from the Floor:** Nominations from the floor may be presented, with the consent of the nominee, at the election meeting. Voting will be by secret ballot on any contested office.
- Section 5:** **Balloting:** Voting shall be by ballot for any contested office, otherwise a show of hands.

## ARTICLE VI – ELECTIONS

- Section 1:** **Election Time:** Elections of officers shall be conducted at the annual meeting.
- Section 2:** **Majority Requirements for Election:** A majority of the members in good standing present and voting shall be sufficient to elect.
- Section 3:** **Term of Office:** The term of office for each officer shall be for two years.
- Section 4:** **Term of President-Elect:** The president elect shall serve two years as president-elect and two years as president.
- Section 5:** **Installation of Officers:** There shall be an installation of elected officers at the annual meeting.
- Section 6:** **Term Limits:** There are no term limits.

## **ARTICLE VII**

### **ORGANIZATION OPERATING POLICIES**

- Section 1:** **Operating policies:** Continuing operational policies may be enacted by a majority vote of the executive board. These policies shall only be placed in effect to allow more efficient operation of the organization. Any policy enacted by the executive board shall not violate any article of the constitution and by-laws in current effect.
- Section 2:** **Records of Operating Policies:** Any operating policy enacted by the executive board shall be in writing and shall be filed in the organizations records. These shall be made available to any active member in good standing upon request.
- Section 3:** **Review of policies;** A regular review of policies in effect shall be completed annually by the executive board. Any policies no longer providing efficiency of operations may be discontinued immediately upon a simple majority vote of quorum of the executive board. Any member in good standing may, at any time, request a review of the policy by the board.

## **ARTICLE VIII**

### **DISOLUTION**

If at any time, the membership of the Prairie Woodcarvers should vote to dissolve/terminate club functions, the following shall prevail:

1. The club president shall instruct the treasurer to provide final reports on club assets.
2. The club president shall direct the club executive board to establish an auction process where physical and/or real property belonging to the club, shall be auctioned. The proceeds shall then be combined with the club other funds.
3. The club president and executive board shall, with approval of the membership (those present in the final meeting), decide and distribute all funds to other non-profit art groups. Exception: The club shall return all unused grant funds to the agency granting said funds.
4. The club president shall order final dissolution reports be filed with appropriate state and federal agencies requiring said reports.

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of this organization is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The constitution and by-laws adopted September 7, 2019 shall be in effect from this day. Any prior constitution and by-laws of the organization shall be null and void.