

The National Wood Carvers Association Bylaws

ARTICLE I: NAME & PURPOSE

SECTION A. The name of this non-profit organization shall be The National Wood Carvers Association (NWCA), as set forth in its Articles of Incorporation, 1971, filed with the Secretary of the State of Ohio, and throughout, these bylaws may be referred to as the NWCA. The NWCA was approved on 4/13/1992 with an IRS 501c(3) tax-exempt status.

SECTION B. The purpose of the Association is to promote interest and fellowship in woodcarving for the benefit and education of the members of the Association.

SECTION C. Liquidation. In the event the NWCA is dissolved and liquidated, the Board shall, after making provision for payment of all the liabilities of the NWCA, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code. Any of the property or assets not so distributed shall be distributed, by the Court of Common Pleas for the County in which the principal office of the NWCA is located, to one or more organizations so described for such purposes.

ARTICLE II: MEMBERSHIP & DUES

SECTION A. Any person interested in carving or whittling, whether amateur or professional, may become a member of NWCA.

SECTION B. A person may be voted as an honorary Member by the Board of Directors of the NWCA, and such member shall not have to pay any dues but will not be a voting member and cannot serve as an Officer or Director.

SECTION C. Membership dues amount shall be set by the Board of Directors of the NWCA. Dues are

payable in advance, and the Board of Directors shall have the right to increase dues at any time. The payment of dues shall entitle the member to receive the Association's publication *Chip Chats*.

ARTICLE III: OFFICERS

SECTION A. The officers of NWCA shall be: President (non-paid); Vice President (non-paid); Secretary-Treasurer (paid), and Editor (paid).

SECTION B. Terms of Office. All officers, except for the Editor and Secretary-Treasurer, shall serve for a period of three years, commencing January 1, 2021.

SECTION C. The present Editor and the Secretary-Treasurer shall serve in office until such time as they resign or are removed. The Board shall have the responsibility for replacing the Editor and Secretary-Treasurer positions. Upon replacement of the present Secretary-Treasurer and/or Editor position, the role shall become a non-voting staff position with advisory input to the Board of Directors.

SECTION D. The Officers of the NWCA shall serve on the Board of Directors as voting members, with the exclusion of voting privileges in matters that involve a conflict of interest.

SECTION E. A vote of two-thirds (2/3) majority of the Board of Directors shall be required to remove such officer.

ARTICLE IV: DUTIES OF OFFICERS

SECTION A. President. The President shall preside at all meetings of membership and directors. He/she shall exercise, subject to the control of the Board of Directors and the membership of the corporation, a general supervision over the affairs of the corporation, and shall perform generally all duties incident to the office and such other duties as may be assigned to him/her from time to time by the Board of Directors.

SECTION B. Vice President. The Vice President shall perform all the duties of the President in his/her absence or during his/her inability to act, and shall

have such other and further powers, and shall perform such other and further duties as may be assigned to him/her by the Board of Directors.

SECTION C. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all proceedings of the Board of Directors and of membership, and make a record of the same, which shall be attested by him/her. He/she shall keep such books as may be required by the Board of Directors and shall generally perform such duties as may be requested by the Board of Directors. The Secretary-Treasurer shall also have the custody of the funds and securities of the corporation which may come into his/her hands and shall do the same as may be ordered by the Board of Directors. When necessary or proper, he/she may endorse on behalf of the corporation for collection, checks, notes, and other obligations. He/she shall deposit the funds of the corporation to its credit at such banks and depositories as is necessary, from time to time. The fiscal year of the corporation shall be January 1 through December 31 and may be changed by the Board of Directors if such change will benefit the organization. He/she shall submit an annual report to the members, a statement of the financial conditions of the corporation and, whenever required by the Board of Directors, shall make and render a statement of his/her accounts, and such other statements as may be required. He/she shall keep the books of the corporation, full and accurate accounts of all monies received and paid by him/her for the account of the corporation. He/she shall handle mailing of membership forms, advertising, and publications in co-operation with the Editor.

SECTION D. Editor. The Editor shall be responsible for editing, compiling, and publishing the publication of the corporation. He/she shall designate the duties of all necessary personnel. Said publication shall provide information that is helpful to the membership and the promotion and good order of the Association. It may also carry any other items of information as are necessary or incidental to the benefit of the membership.

ARTICLE V: ELECTION OF OFFICERS & DIRECTORS

SECTION A. Notification of an election and request for nominations will be published in the Association publication and posted electronically (if available) preceding the election cycle.

SECTION B. Each member of the Association shall be entitled to vote at the election, provided his/her dues are paid at the time of the election.

SECTION C. All persons nominated for office shall be published in the issue of *Chip Chats* preceding the December election and posted electronically, if available, with a brief outline and description of their background and qualifications. The candidate shall furnish such information to the Editor prior to July 1 of the year in which the candidate will be running. If the candidate fails to meet this deadline, the Editor shall publish only the name and address of the candidate.

SECTION D. The Board of Directors shall appoint three of its members each election year in January as a Nominating Committee.

SECTION E. A ballot shall be included in the *Chip Chats* issue preceding the December election in an election year. Each member shall vote his/her choices and return the ballot to the Editor. Voting may also be done electronically if available.

SECTION F. An election committee shall be designated for counting the ballots and certifying the results to the Secretary-Treasurer. The results shall be published in *Chip Chats*, and electronically, if available.

ARTICLE VI: BOARD OF DIRECTORS

SECTION A. Management. The Board of Directors shall be responsible for carrying out the general management of the Association and all other duties as set forth herein.

SECTION B. Composition. The Board of Directors shall consist of the past president of the Association, the officers of the Association, and up to nine NWCA members. Whenever any vacancy occurs on the Board of Directors by death,

resignation, or otherwise, it shall be filled without undue delay by the President's nomination with confirmation by a majority vote of remaining members of the Board. The Board of Directors shall annually set the salaries of the Secretary-Treasurer, Editor, and all employees/contracted individuals by October for budget planning of the following year. The Board of Directors shall approve all contracts paid by the NWCA.

SECTION C. Meetings. The Board of Directors shall meet at such times as they deem necessary to carry out the business of the Association. The Board may meet in person or remotely. Votes may be in person, by mail, or electronically on any issue that is presented to the Board. All issues voted on shall be entered into the minutes, and the results will be open to the members for a period of three years after any such meeting. A simple majority of Directors will constitute a quorum.

SECTION D. Terms. The Board of Directors (with the exception of the Secretary-Treasurer and Editor) shall serve three-year terms. The three-year terms for the Board shall be staggered to ensure all terms will not be ending at the same time.

SECTION E. Removal. A vote of two-thirds (2/3) majority of the Board of Directors shall be required to remove such Director.

ARTICLE VII: AMENDMENTS & ADDITIONS

SECTION A. These bylaws may be amended and added to at any time by a two-thirds (2/3) majority vote of the members voting on such amendment or addition. Such action shall be preceded by giving members at least one month notice of such meeting and provisions for mail-in and electronic voting, if available. Corrections and clarifications made to the bylaws shall not be considered as amendments.

ARTICLE VIII: CONFLICTS OF INTEREST

SECTION A. Purpose. The purpose of the conflict-of-interest policy is to protect NWCA interest when it is contemplating entering a transaction or arrangement that might benefit the private interest

of an officer, director, or staff member of NWCA or might result in a possible excess benefit transaction. The Board of Directors is responsible for defining and updating this policy on an annual basis.

Approved by vote of the membership on February 15, 2023.

Tim Crawford, President

Rick Bissonnette, Vice President

Cathy Frye, Secretary / Treasurer

Julie Potluri, Editor & Director

Chris Whillock, Director

Donna Thomas, Director

Patrick Wentzel, Director

William Staley, Director

Keith Radick, Director

Bob McGinnis, Director

Charles W. Sapp, Director