

**CONSTITUTION  
AND  
BYLAWS OF**

**EAST TENNESSEE WOODWORKERS' GUILD, INC.**

*Revised June 8, 2009*

**ARTICLE I**

Name and location

**Section 1:** The name of this corporation shall be EAST TENNESSEE WOODWORKERS' GUILD, INC.

**Section 2:** The location of the principal office of this corporation shall be Knoxville, Knox County, Tennessee. This corporation shall have other offices, in the above location or elsewhere, as the Board of Directors may from time to time designate.

**ARTICLE II**

Objectives

**Section 1:** This corporation shall operate as a non-profit corporation under the laws of the State of Tennessee, and no part of the income of this corporation shall inure to any individual member.

**Section 2:** The principal objectives of this corporation shall be limited to activities within the bounds of qualification for tax-exempt status under the Internal Revenue Service Code of the United States of America, and shall be:

1. To advocate and promote the development and appreciation of superior woodworking skills through educational and informational programs,
2. To encourage and recognize high standards of workmanship in woodworking, and
3. To present and celebrate exemplary woodworking skills and products through sponsorship of and participation in shows, exhibitions, demonstrations, and similar activities.

**ARTICLE III**

Membership, dues

**Section 1:** Membership shall be open to individuals and corporations who support the objectives and abide by the bylaws of the corporation and pay the applicable dues, except that the Board of Directors shall have the right to deny or revoke memberships deemed inappropriate or detrimental to the corporation or its objectives. Membership shall be on a calendar year basis.

**Section 2:** Individual membership shall be granted persons interested in and supportive of the objectives of the organization. Individual Members may vote in elections not otherwise reserved herein for the Board of Directors.

In recognition of special accomplishment or contribution, additional standing is or may be granted to active Individual Members as follows:

- Juried membership: granted an accomplished craftsman, as sanctioned by the standards committee, qualified on continued conformance to acceptable standards.

Juried Members may freely participate in shows, presentations, and exhibits sponsored by the corporation; others may participate in those events only after approval by the standards committee, on a per-event basis. For regional shows sponsored by the ETWG, which are open to ETWG members as well as other woodworkers, the Board of Directors may require that all entries including those entries from Juried Members be juried for the event.

- Master Class membership: granted a person deemed by the Board of Directors to receive the Albert Hudson Master Class Award.

Master Class Members will not be required to pay dues.

- Founding membership: granted to Messers. Larry Blount, Grover Floyd, James Hooper, Michael Perrin, and Rick Walker.

Founding membership shall be held in addition to other membership status, and shall entitle its holders to special status and privilege as may from time to time be conferred by the Board of Directors in recognition of and consideration for their unique contribution to the corporation.

**Section 3:** Commercial membership shall be granted a commercial firm or company upon approval of the Board of Directors. It is considered a sponsorship of the corporation; neither owners nor employees of the firm or company may gain membership by virtue of the commercial membership.

Commercial members may be represented at board and membership meetings of the corporation by not more than two persons, but may not vote in elections of the corporation, nor may they participate in corporation-sponsored events without pre-event approval of the Board of Directors.

**Section 4:** Dues for membership in the corporation shall be non-refundable, and shall be paid on a calendar year basis, due no later than January 15; dues paid later than September 15 shall be deemed payment for the next year. Dues shall be set as deemed necessary by the Board of Directors, but shall not exceed \$75 for individual membership, \$200 for commercial

membership, and \$0 for Master Class membership. Dues for members on active duty military status will be waived while assigned outside the USA.

**Section 5:** A membership directory for the year shall be published after January 15 of each year, listing the members in good standing as of January 15.

**Section 6:** An East Tennessee Woodworkers' Guild emblem, in such form as the Board of Directors shall from time to time prescribe, may be affixed to articles made by a juried member of the corporation.

## **ARTICLE IV**

### Board of directors

**Section 1:** Management of the property and affairs of the corporation shall be solely the responsibility of its Board of Directors.

**Section 2:** The constitution, term, and election of the Board shall be as follows:

1. The membership of the Board shall total seven. At least two members of the Board of Directors shall be Juried Members.
2. Qualification for Board membership shall be individual membership in good standing.
3. A Board member may serve a term of up to four consecutive years.
4. Election of directors to replace those whose terms will expire at the year's end shall be by simple majority vote of the individual membership, held during the last membership meeting of the calendar year. Elected directors shall take office on January 1.
5. Directors of the corporation shall serve without compensation, except that they may be reimbursed for actual expenses personally incurred while acting in other capacities in the conduct of corporation business.

**Section 3:** Any vacancy on the Board due to death, resignation, or removal shall be filled by the Board by nomination and election by simple majority of those Directors present and voting, at the next regularly-scheduled Board meeting. A successor so elected shall serve only the remainder of the term for which the absent director was elected.

**Section 4:** The removal of a Board member may be brought about at any time by a two-thirds majority vote of the individual membership present and voting at a regularly-scheduled meeting held after two notices of the election shall have been given the membership, the first such notice having been published at least six weeks prior to the election.

**Section 5:** Regular meetings of the Board shall be held in alternate months at such times and places as the Board shall from time to time designate. These meetings shall be open to all

members of the corporation, who may be heard but may neither submit nor vote on motions. By submittal of written proxy statement to the Board, a Board member not in attendance may vote in matters brought before the board during the meeting, but by such means may neither bring a matter before the Board nor offer opinion, insight or advice on a matter under consideration.

**Section 6:** A quorum of the Board shall be the president and at least one other board member at a regularly-scheduled board meeting, and shall be the president and at least four other board members at a specially-called board meeting. No business may be transacted unless a quorum is present.

**Section 7:** The powers and duties of the Board shall, in addition to those granted by the charter of this corporation and/or the applicable laws, be:

1. The responsibility to attend to the affairs of the corporation, the power to control and dispose of the property and assets of the corporation, and the power to determine and establish matters of policy pertaining to the affairs, property and assets of the corporation.
2. The responsibility to supervise the expenditure of the funds of the corporation and to ensure that the fiscal affairs of the corporation are readily available for perusal by any corporation member upon reasonable notice.
3. The power to negotiate and enter into contracts or to delegate, with advice and consent, such duties to parties as they may from time to time designate, and to set salaries and compensation rates for agents and employees of the corporation.
4. The power to reprimand members for rule infraction or conduct deemed unbecoming for a member of the corporation.

## **ARTICLE V**

### **Officers**

**Section 1:** From among the membership, the Board of Directors shall nominate and elect, by simple majority of those Directors present and voting, the officers of the corporation, namely the president, vice president, secretary, and treasurer. The vice president shall be a juried member, per Article VII, Section 1. Other officers that the Board of Directors may from time to time require shall be similarly invested.

**Section 2:** The general election of officers shall be held during the first regularly-scheduled Board meeting of the calendar year; special elections may be held at such times during the year as necessitated by vacancies and organizational requirements. The term of office shall extend from the time of election to the next general election, so that a normal term of office is one year, more or less; any officer may succeed himself for one term.

**Section 3:** Upon vacancy of office for any reason, the Board of Directors shall fill the vacancy in accordance with Article V, Sections 1 and 2.

**Section 4:** Officers of the corporation shall serve without compensation; except that they may be reimbursed for actual expenses personally incurred in the conduct of corporation business.

**Section 5:** An officer, agent, or employee of the corporation may be removed during a regularly scheduled Board meeting, by a simple majority vote of those Directors present and voting, when in their judgment the best interests of the corporation will be served by the removal. Severance of contractual agreements, if any, shall be negotiated by the Board or its appointed agent.

**Section 6:** The powers and duties of the officers shall be as follows:

1. The president shall be the chief executive officer of the corporation and shall have general supervision of the affairs of the corporation, shall preside at all meetings of the Board of Directors and of the membership, discharging the traditional duties of presiding officer, and shall enjoy other rights and bear other responsibilities as the Board of Directors may from time to time bestow on the office.
2. The vice president shall act in place of the president at meetings or corporation-sponsored events when the president is absent, and shall at such times have the same powers and duties as the president. The vice president shall be chairman of the standards committee, and shall also perform other duties and enjoy other rights as the Board of Directors may from time to time prescribe.
3. The secretary shall have charge and custody of copies of all correspondence made on behalf of the corporation, and such books, records, documents, and files as the Board of Directors may determine; shall keep or cause to be kept true and complete records of the meetings of the Board of Directors and of the membership; shall keep a record containing the names of directors, officers, agents and other persons entitled to participate in corporate affairs; shall keep ready record of the membership of standing committees; shall keep written records, including circumstance, cause and date of any reprimands issued by the Board of Directors to offending members; and shall also perform other duties and enjoy other rights as the Board of Directors may from time to time prescribe.
4. The treasurer shall have custody of all corporate funds, instruments, and securities subject to such requirements as may be imposed by the Board of Directors; shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate funds and other valuable effects in the name of and to the credit of the corporation in a depository or in depositories designated by the Board of Directors (provided, however that the funds of the corporation may only be deposited in banks and institutions which are insured by the Federal Deposit Insurance Corporation); shall keep a record containing the names and addresses of all persons who are members of the corporation; shall render to the president upon demand an account of transactions as treasurer and an

account of the financial condition of the corporation; and shall also perform other duties and enjoy other rights as the Board of Directors may from time to time prescribe.

The treasurer shall notify by mail those members whose dues are in arrears as of January 16, noting the consequences, and their timetable, of continued failure to render the prescribed dues, as addressed in Article III, Section 4 and Article XII, Section 2.

## **ARTICLE VI**

### **Contracts**

**Section 1:** Leases, notes, or other written contracts shall be signed by the president and attested by the secretary. The corporation shall hold no credit accounts.

## **ARTICLE VII**

### **Committees**

**Section 1:** Standing committees shall be for exhibits, education, standards, and programs. Committees of temporary nature and/or specific purpose may from time to time be appointed by the president, acting alone or at the behest of the Board of Directors, as the need arises.

1. The exhibits committee shall serve for one year, more or less, and shall be in number and character as the president shall determine, shall be appointed by the president during the first regularly-scheduled membership meeting of the calendar year, and shall have charge of shows, exhibitions and similar activities sponsored by the corporation.
2. The education committee shall serve for one year, more or less, shall be in number and character as the president shall determine, shall be appointed by the president during the first regularly-scheduled membership meeting of the calendar year, and shall have charge of securing, promoting, and conducting educational classes, workshops, demonstrations, expositions, open shops, and similar activities not conducted at regularly-scheduled meeting times.
3. The standards committee shall consist of at least three juried members of the corporation and the corporation vice president, who shall serve as committee chairman and spokesman, without voting power. The committee shall be appointed by the standards committee chairman. In recognition of the practicalities of scheduling, the standards committee chairman is authorized to assemble an ad hoc committee of at least three juried members to serve as the standards committee for a jurying event.
4. The programs committee shall serve for one year, more or less and shall be appointed by the president during the last regularly-scheduled membership meeting of the calendar year. The committee shall provide for, arrange, and present or cause to be presented the programs for the regularly scheduled membership meetings for the following calendar year.

## **ARTICLE VIII**

### Standards and related activities

**Section 1:** A set of Standards Guidelines, detailing among other things the bases for judgment, the prohibitions, and the requirements for consideration of aspirants for juried membership, and for juried admission to shows, etc., shall be prepared, and upon approval by the Board of Directors, shall be maintained by the standards committee.

**Section 2:** Using only the criteria listed on the Standards Guidelines described in Article VIII, Section 1, the standards committee shall evaluate the qualifications of applicants for juried membership and for admission to shows, expositions, and similar activities sponsored by the corporation.

**Section 3:** For applicants for juried membership, the vice president, as standards committee chairman, shall immediately upon completion of evaluation make known or cause to be made known to the applicant the decision of the committee, together with a detailed report of the reasons therefore, including suggestions for quality improvement for both successful and unsuccessful applicants. A permanent record of the report shall be kept by the standards committee.

For applicants for juried admission to shows, expositions, and similar corporation sponsored events, the vice president as chairman of the standards committee shall, upon completion of evaluation, make known to the chairman of the exhibits committee the decision of the committee. An adverse decision by the standards committee shall preclude the applicant's participation in the event; a favorable decision will qualify an applicant for consideration by the exhibits committee, who may also consider other factors such as balance among categories of woodwork, for admission to the event.

Failing approval, the applicant may reapply in accordance with terms listed on the Standards Guidelines of Article VIII, Section 1.

**Section 4:** Upon failure to maintain standards for juried membership, as judged by the standards committee, a juried member may be required by the committee to remove items judged substandard from a corporation-sponsored event and to participate in reevaluation of his products in light of the requirements of the Standards Guidelines of Article VIII, Section 1. Failure of the member to cooperate with the standards committee in this process shall be brought to the attention of the Board of Directors for consideration under the provisions of Article XII, Section 1.

**Section 5:** An evaluation form for use in the jurying process shall be prepared by the standards committee, submitted to the Board of Directors for approval, and filed with the secretary. Criteria listed on the form shall include but shall not be limited to workmanship, design, and use of materials.

## **ARTICLE IX**

## Amendments to the bylaws

**Section 1:** Initiation of action to amend the corporation bylaws shall be by (a) action of the Board of Directors; or (b) recommendation of an ad hoc committee appointed by the president; or (c) written petition to the president by no less than one third of the juried members.

**Section 2:** Proposed amendments to the bylaws shall be submitted for examination during a regularly-scheduled meeting of the Board of Directors. A simple majority vote by those Directors present and voting at the meeting where presented, or at the next regularly-scheduled Board meeting, shall decide the issue.

### ARTICLE X

#### Guild awards

**Section 1:** The ETWG Guild Awards are to be used to recognize special accomplishment by members, in support of the objectives of the East Tennessee Woodworkers' Guild. The awards are:

1. ETWG Master Class Award – Given, on a very rare occasion, to an ETWG Juried member who has shown an exceptional dedication or lifetime to woodworking excellence, development of other woodworkers, and enhancement of the woodworking art, craft, skills and/or profession.

Minimum requirements would include, but not be limited to:

- Three years as a Juried member
- Participation in ETWG sponsored exhibits and shows
- Participation as an instructor at ETWG educational events and program presenter at ETWG meetings
- Recognized as a Master

This award would be granted upon nomination by the Board of Directors and an affirmative vote of not less than 100% of the Board members.

This award shall be awarded for the lifetime of the member.

Master Class Award winners will also be recognized as special advisors to the Board of Directors and will be identified as Master Class Members.

As of July 1, 2006, the ETWG Master Class Award was renamed as the Albert Hudson Master Class Award.

2. ETWG Special Contribution Award – \$250 maximum - Given to an ETWG member who has provided an exemplary contribution to the ETWG or an ETWG project.

### ARTICLE XI

## Scholarship programs

1. Founders' Scholarship - \$250– For any ETWG member, in good standing, to attend a workshop/seminar, at a location approved by the Board of Directors, based on her/his contributions in support of the Guild. This may be awarded by recommendation of any Director and approval by a simple majority of the Board members.  
Each recipient, prior to receiving the scholarship, must agree to present a report, at the next regularly scheduled ETWG General Member meeting, describing the content and materials presented at the attended workshop/seminar;
2. Future Woodworkers' Scholarship - \$250– For a Maryville High School student to attend a workshop/seminar at a location approved by the Board of Directors. This may be awarded by recommendation from the Wood Instructor at Maryville High School. This may be approved by a simple majority of the Board members.

Each recipient, prior to receiving the scholarship, must agree to present a report, at the next regularly scheduled ETWG General Member meeting, describing the content and materials presented at the attended workshop/seminar;

3. Members' Scholarship - \$250 (first year) – For any ETWG member, in good standing for at least 3 years, to attend a workshop/seminar, at a location approved by the Board of Directors. To apply, the requesting Member must submit, in writing, an application for the scholarship, that outlines the proposed course/workshop and the benefits to be gained by the requesting Member. This may be approved by a simple majority of the Board members.

Each recipient, prior to receiving the scholarship, must agree to present a report, at the next regularly scheduled ETWG General Member meeting, describing the content and materials presented at the attended workshop/seminar;

Scholarship applications must be received by January 31, with reviews and approval to be determined at the Board meeting in February of that year. Scholarships will be awarded at the March General Member meeting.

## **ARTICLE XII (formerly ARTICLE X)**

### termination of membership

**Section 1:** Termination of any individual or corporate membership, with forfeiture of dues, may be brought about during a regularly-scheduled Board meeting, by simple majority vote of those Directors present and voting, for the following reasons:

1. Copying and offering for sale the work of another member.
2. Flagrant violation of the corporation bylaws or rules and regulations as may from time to time be promulgated by the Board of Directors.

3. Failure to maintain standards defined by the standards committee or failure to follow instructions of the standards committee regarding display of certain products.
4. Claiming credit for the work of another person.
5. Conduct which discredits or is inimical to the corporation or one or a number of its members.
6. Earning two reprimands from the Board of Directors in a two-year period.

**Section 2:** Automatic termination of membership shall be brought about by failure to pay yearly dues by March 15. .

**Section 3:** Re-application for membership may be made by a Board-terminated member after a twelve-month period and by an automatically-terminated member at any time.

**End of Constitution and Bylaws of East Tennessee Woodworkers' Guild, Inc.  
Revised June 8, 2009**

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Board of Directors Vote: Date: April 13, 2009

- Ron Clayton-yes
- Bruce Cole-yes
- Vic Kaminsky-yes
- Dan Land-yes
- Wes Loukota-yes
- Lou Mansur-yes
- Sandy Pittard-yes

Board of Directors Vote: Article X, ETWG Master Class Award revised: Date: June 8, 2009