

# **BYLAWS**

of the

## **CENTRAL ALABAMA WOODCARVING ASSOCIATION, INC.**

### **ARTICLE I**

Name

The name of this Association shall be as stated in the Articles of Incorporation as filed in the Probate Office, Montgomery County, Alabama for CENTRAL ALABAMA WOODCARVING ASSOCIATION, INC.; hereinafter referred to as CAWA.

### **ARTICLE II**

Objective

The objective of the CAWA shall be “To increase local community interest in all forms of wood carving and to advance, encourage and promote the development of personal wood carving skills.”

### **ARTICLE III**

Members

Section 1. Member classes shall be defined as single adult membership, family membership of at least one adult, lifetime membership, and honorary life memberships as defined in Section 4 below. All persons expressing a desire to support the purposes of the CAWA to uphold the mission, goals and values of the CAWA shall submit a completed Membership Application to the CAWA Board of Directors. Upon acceptance by the Board of Directors, membership is established and all rights and privileges are continued until terminated by the member or for just cause, such as, but not limited to, non-payment of dues by March 1 each year and any activity of an illegal nature as determined by the Board of Directors.

Section 2. Privileges of Membership. Membership provides each adult member with one vote at the annual meeting, an opportunity to serve on the Board of Directors, and an opportunity to serve on Board committees.

Section 3. Membership fees for all classes of members are nonrefundable and shall follow the calendar year expiring December 31 each year. The Board of Directors shall determine the annual membership fees. Membership fees paid after October constitute payment **for the balance of the current year and membership fees for the following year.** Donations to the CAWA by governmental bodies, organizations, businesses, et al without membership obligations and/or privileges shall be encouraged.

Section 4. Honorary Life Memberships may be granted to those individuals who have contributed greatly to the furtherance of the purposes of the CAWA as determined by a two-thirds vote of the Board of Directors after receiving a signed recommendation from an active member. Honorary Life Members shall have all privileges of membership, may hold office; but are not expected to pay annual dues.

## **ARTICLE IV**

### **Officers**

Section 1. The officers of the CAWA shall be the: 1) President, 2) Vice President, 3) Treasurer, and 4) Secretary. These officers shall perform the duties prescribed in these bylaws; those prescribed by the parliamentary authority adopted by the CAWA within these bylaws, and are not limited to the duties described herein.

Each officer is expected to serve in a 90-day transition period at the end of their term of office.

**President:** The President shall preside at all regular and special meetings of the CAWA Board of Directors and Executive Committee meetings, and make arrangements for all meetings and special meetings. The President serves as an ex officio member with voting privileges which count toward a quorum of all committees except the Nominating Committee.

**Vice President:** The Vice President shall assist the President in handling the details of the CAWA Board of Directors and Executive Committee meetings and shall serve in the absence or vacancy of the President.

**Treasurer:** The Treasurer shall collect all Membership Applications with fees, turn in fees for deposit, develop organizational financial policies, shall serve as the Chair of the Budget Committee, and shall make a report of the finances at each monthly and any special meetings of the Board of Directors. The Treasurer shall provide the Membership Applications to the Secretary.

**Secretary:** The Secretary shall have charge of the records of the meetings and shall furnish a copy of the minutes to each member within the month of the meeting via email or posting to the CAWA website. The Secretary shall maintain the membership listing of the Board of Directors as well as the general membership listing, shall maintain the general membership roster, and send out membership cards with annual renewals. The Secretary shall provide all members notice of the annual membership meeting.

Section 2. The officers shall be a member of the CAWA for six (6) months prior to election by ballot at the annual membership meeting. The term of office begins on January 1 after the annual membership meeting and ending December 31 the same year, or until their successors are elected/appointed and take office.

Section 3. When more than two (2) candidates are on the ballot for election to the same office, and neither candidate receives a majority of the votes cast, the top two candidates shall constitute

a run-off election. When a ballot vote for an office has only one candidate, a voice vote may validate that election.

Section 4. Vacancies in office shall be filled by appointment by the President with approval of the Board of Directors. In the event that an officer is unable to fulfill the term of office (either by resignation or by missing six (6) consecutive meetings), the vacancy shall be filled within ninety (90) days by appointment of the President with approval of the Board of Directors. Any member in good standing shall be eligible to serve.

Section 5. No member shall hold more than one office, or Board position, at a time and no member shall be eligible to serve more than two (2) full consecutive terms in the same office. A term of service is considered as two (2) years. Serving for less than a full term shall not count as a full term served. In the event a Board officer has served all the time they can and a qualified member cannot be found to run for office and the current Board officer is willing to continue to serve, a 2/3 vote of the membership present is required to reelect the officer.

Section 6. The officers of the CAWA shall constitute the Executive Committee. The Executive Committee is responsible for managing personnel matters, as approved by the Board of Directors. The Executive Committee shall act on behalf of the Board of Directors, between Board meetings, if opportunity/need arises that will benefit the CAWA. The President shall call meetings of the Executive Committee as the need arises, with a quorum being a majority of the membership of the Executive Committee. Any action taken by the Executive Committee must be ratified at the next monthly meeting of the Board of Directors by a majority vote of the members present.

## **ARTICLE V**

### **Board of Directors**

Section 1. The current elected officers of the CAWA and at least six (6) but not more than twelve (12) at-large members appointed by the President and approved by majority vote of the Board shall constitute the Board of Directors.

Section 2. Board members shall serve unlimited two-year terms upon appointment or reappointment by the President with Board approval.

Section 3. The Board of Directors shall have supervision of the affairs of the CAWA, establish operational policies, and oversee their implementation between its annual membership meetings, fix the time and place of the annual membership meeting, and make recommendations to the CAWA. No actions by the Board of Directors shall conflict with actions taken by the CAWA.

Section 4. Three officers and two non-officers present at Board of Directors meetings constitute a quorum. The President and the Secretary, or their proper replacements, must account for two (2) of the three (3) required officers.

## **ARTICLE VI**

### **Meetings**

Section 1. Regular meetings of the Board of Directors shall be held on a routine basis as established by vote of the Board of Directors and at a time and place specified by the President. Special meetings of the Board may be called by the President or upon written or by email request of three (3) members of the Board with the time and place being specified by the President.

Section 2. The annual membership meeting of the CAWA shall be at a time and place determined by the Board of Directors and shall be for the purpose of receiving reports, the election of officers (odd years only), and any other pertinent business.

Section 3. Special membership meetings may be called by the President, by the Board of Directors, or by written or email request of five regular members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given.

Section 4. The required officers according to Roberts Rules of Order Newly Revised and all other members present at the annual membership meeting constitute a quorum.

Section 5. Notice of any regular, special or annual meeting of the CAWA Board shall consist of email notices, website notices, local media notices, **social media sites** and/or postal notices.

Section 6. **VOTING.** All issues shall be decided by majority vote of members present at meetings of the Board of Directors, annual meetings, or special meetings, unless otherwise stated in these bylaws or in Roberts Rules of Order Newly Revised. A vote by e-mail **or by phone** on topics which have been discussed during a regularly scheduled or Specially Called meeting is acceptable if the Board deems it necessary, and should be ratified by vote of the Board at its next regularly scheduled meeting.

Section 7. The voting members present with a Board quorum shall constitute a quorum for the conduction of business at the annual meeting and any special called membership meetings.

## **ARTICLE VII**

### **Committees**

The following shall be the Standing Committees of the CAWA. The Chair of each committee shall be a Board member either by default or as appointed by the President after each annual membership meeting. Committee members may be chosen by the Committee Chair from the full membership of the CAWA and are not limited to just Board members; however, all committee members must be a member in good standing, and approved by the Board. In the event of a vacancy of a Committee Chair, the President shall appoint a Chair from the Board to fill the term remaining. Members who vacate a committee shall be replaced by the Chair of the committee.

Such other committees, standing or Ad Hoc, shall be appointed by the President with approval of the Board to carry out as the Board of Directors deems necessary to carry out the needs of the CAWA.

**ARTICLE VIII**  
Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised (RONR) shall govern the CAWA in all cases to which they are applicable; and in which they are not inconsistent with these bylaws; and any special rules of order adopted by the CAWA; and to any higher authority to which it may be subject.

**ARTICLE IX**  
Amendment of Bylaws

These bylaws may only be amended or revised at any annual membership meeting of the CAWA by a two-thirds vote of the eligible voting members present, provided the amendment, or revision has been submitted in writing to and recommended by the Board of Directors at least fifteen (15) days prior to the annual membership meeting at which they are to be considered.

Notice of proposed amendments or revisions to the bylaws may be provided via website, email, social media, published news articles, and/or postal services at least 15 days prior to the annual meeting.

**PROVISO**

The adoption of this revised set of bylaws of CAWA replaces all other bylaws heretofore adopted. The Secretary, or person or persons responsible for preparing this document for presentation, publication, or distribution is hereby authorized to make such technical, editorial, or conforming changes as may be necessary without in any way changing the intent of the original or proposed wording contained herein.

**ARTICLE X**  
Corporation Dissolution

The CAWA is a 501 (c)(3) corporation, incorporated in Montgomery County, Alabama.

In the event of the dissolution of the Corporation, any division or distribution of its remaining property or proceeds shall follow those procedures referred to in the Articles of Incorporation and the laws of the State of Alabama in force at the time of dissolution.

Dissolution must be approved by a vote of 4/5 of the membership present at the meeting at which dissolution is considered.

THESE REVISED BYLAWS WERE REVIEWED AND APPROVED THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_, BY THE BOARD OF DIRECTORS OF CAWA FOR RECOMMENDATION TO THE MEMBERSHIP AT THE NEXT ANNUAL MEETING.

These revised bylaws were reviewed and are recommended by the CAWA Board of Directors for adoption by the Membership at its annual meeting, \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_, President, Full Legal Name

\_\_\_\_\_, Vice President, Full Legal Name

\_\_\_\_\_, Treasurer, Full Legal Name

\_\_\_\_\_, Secretary, Full Legal Name

Revised Bylaws Approved:

Date: \_\_\_\_\_