

# Southwest Woodcarvers Association Inc.

## Constitution

Effective 1/1/1992

Amended 2/1996 11/2002 3/2007 4/2007

### **CONSTITUTION**

We, the members of the Southwest Woodcarvers Association, Inc., a non-profit Arizona corporation, in order to be of the greatest possible service to the artists of the Southwest, to use as their art form the sculpture of wood, to afford added opportunities for advancement of all forms of arts, to promote the development of any individual interested in this form, to contribute to society in general a medium of art that can be appreciated by all segments of society, do ordain and establish this Southwest Woodcarvers Association, Inc.

#### **ARTICLE I. NAME AND PURPOSE**

Section 1. The name of the organization shall be the Southwest Woodcarvers Association, Inc.

Section 2. The purpose of this group shall be (1) to assist members in receiving recognition of their form of art, (2) to promote exhibits of members' works as much as possible, (3) to assist carvers in developing their interest and talent in woodcarving. It shall be the policy of this group to work in harmony with any interested art group with a mutual interest in woodcarving.

#### **ARTICLE II. MEMBERSHIP**

Section 1. Any member whose name appears on the Membership Roll as of the date of incorporation shall be considered a Charter Member in good standing, according to this Constitution and its Bylaws.

Section 2. Full Membership (active) is open to any person interested in wood carving as an art form.

Section 3. Associate Members. Any organization or supplier who is interested in the promotion of woodcarving can join the organization upon payment of dues.

Section 4. Auxiliary Members. An Honorary Member of the organization is a spouse or a companion of a Full Member. Auxiliary Members shall have no voting rights. There will be a one-time charge for a name badge.

Section 5. Loss of Membership. Any member that does not maintain membership according to the Bylaws shall be dropped from the official membership roll. They can be reinstated only by the Board of Directors according to the rules listed in Article III of the Bylaws.

Section 6. Life Member, is a honorary membership granted to any person that gives exceptional service to the organization. Life Membership is granted by a majority vote of the organization membership at a business meeting. Life members shall have no voting rights unless they are also Full Members. There will be a one time charge for a name tag.

# Southwest Woodcarvers Association Inc.

## Constitution

### **ARTICLE III. OFFICERS**

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer elected by a majority vote of Full Members providing at least a quorum is present

Section 2. The term of office for officers shall be as follows:

- a. President: 1 year from installation date
- b. Vice President: 1 year from installation date
- c. Secretary: 1 year from installation date
- d. Treasurer 1 year from installation date

Section 3. The President shall be empowered to appoint officers from the general membership to replace officers that cannot complete their term of office.

Section 4. In the event of the vacating of the Office of President, the Vice President shall assume the duties of the President with all rights and responsibilities of the President

Section 5. The duties of each officer shall be the duties customary to each officer, as described in Roberts Rules of Order.

### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of the elected club officers, President, Vice President, Treasure, and Secretary, elected to one year terms and at least four at-large club members voted onto the Board by the membership to serve a two year term. Two new at-large members will be elected each year to serve their two year terms. The Board shall consist of no less than 8 members and no more than 10 members.

Section 2. The President of the Southwest Woodcarvers Association shall serve as Chairman of the Board of Directors. The Chairman will not be a voting member of the Board except to break a tie vote.

Section 3. The members of the Board of Directors shall be elected by a majority vote of a quorum of the Full Members.

Section 4. The Board of Directors shall elect, from among the elected Board Members, the Secretary for the Board.

Section 5. There will be six (6) Board Meetings per year. They shall be held in these months: January, March, May, July, September, and November. The Chairman of the Board has the authority to call a special meeting when deemed proper.

Section 6. Vacancies of the Board of Directors shall be filled by appointment by the Board of Directors.

### **ARTICLE V. MEETINGS**

Section 1. Regular Monthly meeting day and location of the Association shall be set by the Board of Directors and be presented to the Full Membership for a vote of approval by the majority vote of approval by a majority vote the members present.

# Southwest Woodcarvers Association Inc.

## Constitution

Section 2. Changes to the regular monthly meeting day and/or location shall be published in the Association Newsletter.

### **ARTICLE VI. AMENDMENTS**

Section 1. This Constitution and Bylaws may be amended as follows:

- a. An amendment shall be proposed in writing to the Full Membership 30 days or more prior to the next quarterly Business Meeting.
- b. The amendment shall be read and voted on at that meeting.
- c. A two-thirds majority of full membership present voting in the affirmative for the amendment shall cause an amendment to be adopted.

### **ARTICLE VII. ELECTIONS**

Section 1. Elections will be held at the November meeting each year.

Section 2. Officers will be elected by a simple majority of the ballots cast by Full Members.

Section 3. Members of the Board of Directors shall be elected by simple majority of the ballots cast by Full Members.

### **ARTICLE VIII DISSOLUTION OF SOUTHWEST WOODCARVERS ASSOCIATION INC.**

Section 1. Southwest Woodcarvers Association Inc, may be dissolved when the following five (5) conditions are satisfied.

1. The majority of the Board of Directors vote yes on a resolution to present the full membership of Southwest Woodcarvers Association Inc, with a motion to dissolve Southwest Woodcarvers Association Inc.
2. All full members are notified at least thirty (30) days in advance of the time and place that a paper ballot vote will be taken and counted on a motion to dissolve the Southwest Woodcarvers Association, Inc.
3. Two-thirds of the ballots cast are in favor of dissolving Southwest Woodcarvers Association, Inc. Ballots must be available for any member to audit for at least ten (10) days after the vote.
4. All State of Arizona laws and regulations governing the dissolution of a State of Arizona registered non-profit organization are adhered to.
5. All assets are donated to another registered non-profit organization which has been agreed to by a majority of the members on the Board of Directors.