

BYLAWS
TIMBER FRAMERS GUILD
A Not-for-Profit Corporation

ARTICLE I: NAME

The name of this not-for-profit corporation shall be TIMBER FRAMERS GUILD, hereinafter called “the Guild.”

ARTICLE II: PURPOSE AND OBJECTIVES

The Guild shall be a voluntary, not-for-profit educational association. It is organized exclusively for educational purposes, including but not limited to the following: to encourage and facilitate the establishment of training programs and educational circumstances for interested members of the general public on all skill levels, to disseminate information about timber framing and timber frame building design, to disseminate information about sources of material and equipment, to expose the art of timber framing to the public, and to serve as a center of information about timber framing for interested professionals and the general public.

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

The Guild is not organized for the pecuniary profit of its directors, officers, or members, nor may any of its net income, after operation expenses of all kinds, inure to the benefit of any director, officer, or member, and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the educational purposes of this corporation. Upon dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

This corporation shall not discriminate on the basis of race, color, religion, sex, age, sexual preference, or national origin in the hiring of personnel, membership policies, administration of programs, or in any rights and privileges accorded to either members or employees.

The Guild shall have all powers conferred by Massachusetts statute and all amendments thereto, and all other powers necessary, desirable or incidental fully to carry out its corporate purposes including but not limited to the power to acquire real or personal property by grant, gift, demise, bequest, or purchase and to hold, lease, mortgage, or dispose of such property as the purposes of the Guild require.

ARTICLE III: MEMBERSHIP

Section 1, Qualifications: Any person interested or engaged in timber framing may become a member of the Guild.

Section 2, Categories of Membership: There shall be three categories of membership in the Guild, each with identical benefits:

A Professional member practices timber framing or an allied craft as a profession and has paid the membership fee.

An Associate member does not practice timber framing or an allied craft as a profession, but has paid the membership fee.

A Student member is any full-time student who has paid the membership fee.

Section 3, Applications for Membership: Any person may become a member of the Guild by written application to the Treasurer on forms provided by the Guild accompanied by payment of one year's dues.

Section 4, Honorary Members: The Board of Directors may elect Honorary Members by unanimous vote of the board members present. Honorary members shall be exempt from payment of any fees whatsoever and shall be entitled to all the privileges of members, except the right to vote or hold office. Honorary Membership shall be granted only for exceptional contribution to the purposes of the Guild.

ARTICLE IV: FISCAL YEAR

The fiscal year of the Guild shall begin on the 1st day of January and end on the last day of December of the same year.

ARTICLE V: DUES

Section 1, Annual Dues: The Board of Directors shall determine from time to time the annual dues payable to the Guild by members.

Section 2, Payment of Dues: Membership runs for one year from the month a member enrolls. Dues are payable in that month on a yearly basis.

Section 3, Default and Termination of Membership: When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues become payable, his membership may thereupon be terminated.

ARTICLE VI: MEETINGS

Section 1, Membership Meetings: Membership meetings shall be held in conjunction with each Guild national conference. Notice of the meetings shall be published in an official publication of the Guild not less than 30 days before the time of the meeting. All notices of meetings shall set forth the time, date, place, and purposes of the meetings.

Section 2, Special Membership Meetings: Special membership meetings may be called by the Board of Directors. Upon written request of 20 percent of the members, the Board of Directors shall call a special meeting to consider a specific subject. Notice of the meeting shall be mailed to the last recorded address of each member at least 30 days prior to the date.

Section 3, Quorum: For the transaction of business requiring a vote, the participation of 30 percent of the members of the Guild entitled to vote shall be necessary to constitute a quorum.

Section 4, Voting: Each member is entitled to one vote. If the manner of deciding any question has not been otherwise prescribed, it shall be decided by a simple majority of the voters. Voting in Guild elections shall be conducted in person at an annual conference, by mail, by electronic means, or in combination. Presence in person at an annual meeting is not required for execution of voting privilege.

Section 5. The meetings of the Guild shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII: DIRECTORS

Section 1, Number of Directors: The property, affairs, and concerns of the Guild shall be vested in a Board of Directors consisting of nine persons. The members of the Board shall, upon election, enter into the performance of their duties on January 1 and shall continue in office until their successors shall be duly elected and qualified.

Section 2, Election of Directors and Terms of Office: Three directors shall be elected each year for three-year terms. No director may serve for more than two consecutive terms.

Section 3, Duties of Directors: The Board of Directors may:

1. Hold meetings at such times and places as it chooses.
2. Print and circulate documents.
3. Communicate with other organizations interested in timber framing.
4. Employ agents and executive staff to carry out the business of the Guild.
5. Devise and execute such other measures as it deems proper to promote the objects of the Guild and to best protect the interest and welfare of the members.

Section 4, Meetings of the Board: Regular monthly meetings of the Board of Directors shall be held. Notice of the meeting and the agenda therefore shall be mailed to the last recorded address of each Board member at least three days before the time appointed for the meeting. The President, when he deems it necessary, or the Clerk, at the request in writing of seven members of the Board, may issue a call for a special meeting of the Board at least five days before the time appointed for the meeting. The Board shall have the option of conducting meetings by mail, phone, or email.

Section 5, Quorum: Five members of the Board of Directors shall constitute a quorum for transaction of business. In the absence of the President and Vice President, the quorum present may choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than 10 days later. Decisions require an affirmative vote of at least five members.

Section 6, Absence: Should any member of the Board of Directors prove absent from three consecutive regular meetings of the Board without satisfactory explanation to the President or the Clerk his seat on the Board may be declared vacant, and the Board may forthwith proceed to fill the vacancy.

Section 7, Vacancies: Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting. The election shall be held within 60 days of the vacancy. The person so elected shall hold office until a successor shall be elected by the Guild membership at the next yearly election to fill the remainder of the original board member's term.

Section 8, Removal of Directors: Any one or more of the directors may be removed by a vote of two-thirds of the entire Board.

ARTICLE VIII: OFFICERS

Section 1, Number: The officers of the Guild shall consist of a President, a Vice President, a Clerk, and a Treasurer.

Section 2, Method of Election: The Directors, either in regular meeting or by mailed ballot, shall elect all officers from their members for the term of one year. A majority of the quorum present shall be necessary for an election, or in the case of mailed ballots, an affirmative vote of at least five members. The four officers so elected shall constitute the Executive Committee.

Section 3, Duties of Officers: The duties and powers of the officers of the Guild shall be as follows:

President The President shall preside at the meetings of the Guild and of the Board of Directors and of the Executive Committee and shall be a member ex officio, with right to vote, of all committees except the nominating committee. The President may make committee appointments other than for the Executive Committee. The President shall prepare an annual report of the state of the Guild, to be published in an official publication of the Guild.

Vice President In the case of the death or absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the office of the President.

Clerk It shall be the duty of the Clerk to give notice of and attend all meetings of the Guild and the Executive Committee and keep a record of their doings; to oversee the execution of all orders, votes, and resolutions not otherwise committed; and to oversee the notification of officers, Board members, committee appointees, and committee meetings. In case of the absence or disability of the Clerk, the Executive Committee may appoint a Clerk pro tem.

Treasurer The Treasurer shall serve as financial officer of the organization and as chair of the Finance Committee. The Treasurer shall make periodic financial reports to the Board. The Treasurer shall assist in preparing the annual budget and present the budget to the Board for approval. The Treasurer shall review the annual independent audit and present it to the Board. In the case of absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tem.

Section 4, Vacancies: All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting especially called for that purpose.

ARTICLE IX: EXECUTIVE DIRECTOR

The Board of Directors may appoint a person or persons to serve as Executive Director of the Guild. The Executive Director shall implement the policies set by the Board for education, membership, outreach, development, operations, conferences, and training. The Executive Director shall commit no act which would obligate the Guild except as directed by the Executive Committee. The Executive Director shall be paid salary or other compensation as the Board of Directors determines. The Executive Director shall have the ability to hire and dismiss additional staff on approval of the Board of Directors.

ARTICLE X: COMMITTEES

Section 1, Executive Committee: The Executive Committee comprises the President, Vice President, Clerk, and Treasurer. It may act on behalf of the Guild on any matter when the Board of Directors is not in

session, reporting to the Board of Directors for its ratification of their actions at each regular meeting called for the purpose. Three members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the chair or by three members.

Section 2, Committee on Nominations: The President shall appoint a nominating committee of three or more members to solicit candidates for directors. At least three months before the annual election, this committee shall notify the Board of its list of candidates. The list of nominees, as accepted or modified by the Board, shall be published in ballot form at least 30 days prior to the election and mailed to the last recorded address of each member, together with notice of the date of the election.

Section 3, Independent Nominations: Nominations for Directors may also be made by any member in good standing provided the nomination is submitted to the Clerk at least 60 days prior to the election. These independent nominations must be endorsed by at least 10 Guild members.

Section 4, Other Committees: As soon as practicable after the election, the President shall, subject to the approval of the Board of Directors, appoint committees to hold office until the appointment of their successors.

Section 5, Special Committees: The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 6, Committee Quorum: The majority of any committee of the Guild shall constitute a quorum for the transaction of business unless any committee shall, by a majority of its entire membership, decide otherwise.

Section 7, Committee Vacancies: Vacancies on committees shall be promptly filled by the President, subject to the approval of the Board of Directors.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended, repealed, or altered in all or in part by a simple majority of voters at any duly organized election of the Guild. The proposed change shall be mailed to the last recorded address of each member at least 20 days before the time of the election.

ARTICLE XII: INDEMNIFICATION

Each person who has been, now is, or shall hereafter be a member of the Board of Directors or an officer of the Guild shall be indemnified to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred in connection with any action, suit, proceedings, or the settlement or compromise thereof, or payment of any judgment or fine resulting by reason of any action taken or omitted in good faith for the Guild.

ARTICLE XIII: DISSOLUTION

The Guild may be dissolved by two-thirds vote of all members of the Guild. In such event, the assets of the Guild shall be applied by the Board of Directors, or if not by the Board of Directors, by an order of the proper court, to purposes as near as possible to the purpose of the Guild as stated in these Bylaws, and in no event shall the assets of the Guild be distributed to or inure to the benefit of any individual member.