

BY -LAWS

PIEDMONT WOOD CARVER CLUB

PREAMBLE TO THE BY-LAWS

The Piedmont Wood Carver Club, Inc. has been established for the purpose of offering woodcarvers, sculptors and whittlers in the Carolinas' Piedmont area a structured organization to foster and transmit the various arts of woodcarving. The club promotes woodcarving at grade schools, high schools, senior action centers, Boy Scout troops, churches and other groups by presenting programs and demonstrations by our members who volunteer to share their knowledge and skill of the art of woodcarving. We also visit fairs, festivals, state parks and civic organizations to promote woodcarving and offer carving seminars. The primary purpose of our club is education and to that end we try to reach as many people as possible in a broad spectrum of all ages and backgrounds to encourage them to participate in this most enjoyable art form. To achieve these purposes the organization will;

- A. Provide regular meetings for woodcarvers to share their skills, to provide training and to bring together those with this shared interest to teach and to learn under informal circumstances;
- B. Assist area carvers to promote their products and to publicize their activities;
- C. Plan, prepare for and carry out an annual woodcarver Show in the Greenville, S.C. area;
- D. Develop other activities, such as seminars, workshops, carve-ins or video tapes of the carving arts as the needs of the club evolve;
- E. Consider, in the future, the advantages of entering into an association with state and national wood carving groups;

ARTICLE I

Incorporation

The club has been incorporated as a non-profit organization under sections 33-31-10 et seq. of the South Carolina Code of Laws as the Piedmont Wood Carvers Club, Inc.

ARTICLE II

PURPOSES

The purpose for which the corporation is organized are exclusively charitable, literary, educational, religious and scientific within the meaning of Section 5(11 C) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any provision of the Certificate of incorporation as a non-profit corporation organized under Section 33-31-10 et seq. and any provisions of an amendment of the charter obtained under Section 33-31-130, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so distributed shall be disposed of by the Court of Common Plea's of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III

Membership Classification

Anyone who has an interest in woodcarving is eligible for membership in one of the following classifications;

1. FAMILY MEMBERSHIP. A husband, wife and any dependent children under eighteen, all of whom reside in the same household, will, as a group, constitute a family membership. Those family members who are over eighteen will be eligible to serve as a board member and officer and all family members without regard to age will be entitled to attend meetings, participate in seminars, workshops, carve-ins, and enjoy any other benefits of membership.

2. INDIVIDUAL MEMBERSHIP. Any person, regardless of age, may apply for membership in this classification. The individual member will be entitled to all the benefits available for family memberships above.

3. JUNIOR MEMBERSHIP. Any person under the age of eighteen who does not elect individual membership status may apply under this classification. A Junior Member will not be required to pay dues and will not be eligible to serve as a director or officer.

ARTICLE IV

Dues

Each member other than a Junior Member will pay such dues as the Board of Directors may, from time to time, determine and upon payment of same, will be deemed a member in good standing.

ARTICLE V

Voting, Quorum, Proxies, and Notices

1. **VOTING.** Each member, except Junior Members, is entitled to one vote.
2. **QUORUM.** The presence in person or by proxy of 33% of the members who are entitled to vote will constitute a quorum.
3. **PROXIES.** Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting.
4. **NOTICES.** Any notice required by these By-Laws will be deemed sufficiently given if placed in an envelope with the required postage thereon, properly addressed to the member at the address on file with the club.

ARTICLE VI

Membership Meetings

1. **TIME AND PLACE.** Monthly membership meetings will be held on the 3rd Sunday of each month except, July and December. The place of the meeting will be a location convenient to the membership selected by the Board of Directors;
2. **ANNUAL MEETINGS.** The annual meeting of the membership will be held on the 3rd Sunday in January.
3. **SPECIAL MEETINGS.** A special meeting may be called by the President; resolution of the Board of Directors; or upon a petition signed by a majority of the members. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except, as stated in the notice unless by consent of 2/3 of the members present in person or by proxy. It shall be the duty of the Secretary to mail a notice of each annual or special meeting, stating the time, place and purpose at least 14 days but not more than 28 days prior to such meeting. The mailing of the notice in the manner provided in these By-Laws shall be considered notice thereof.

ARTICLE VII

Board of Directors

1. The affairs of the club shall be governed by a Board of Directors, (hereinafter referred to as the Board) comprised of nine persons (ten if the immediate past president consents to remain on the Board for one additional year) all of who must be club members.

2. **ELECTION AND TERM OF OFFICE.** At the first membership meeting held after the enactment of these by-laws, the members will elect the nine members of the Board. The term of four members will be fixed at one year and the term of five members will be fixed at two years. Upon the expiration of the initial term of office of each member of the Board, his successor shall be elected to serve a term of two years. The members of the Board shall hold office until their successors have been elected and hold their first meeting. Upon the expiration of the term of a Board member he will be eligible for re-election if nominated.

3. **GENERAL POWERS AND DUTIES.** The Board shall have all the powers and duties necessary for the administration of the affairs of the club, including, but not limited to, authority to increase or decrease the annual dues and/or to assess the members for all general operating expenses.

4. **EXECUTIVE COMMITTEE.** The executive committee shall be composed of the President, Vice-President, Secretary, and Treasurer and immediate past president and any other members of the Board as may be appointed by the President. In the interim between meetings of the Board of Directors, the Executive Committee shall control, supervise and manage the affairs of the club. It shall have such additional specific duties as may be assigned to it by the Board.

5. **VACANCIES.** Vacancies on the board shall be filled by a vote of the then remaining members, even though they may constitute less than a Quorum.

6. **REGULAR OR SPECIAL BOARD MEETINGS.** Regular or Special meetings of the Board may be held at such time and place as may be determined by the President or in his or her absence by the Vice-president or a majority of the Board. Provided, however, a special meeting may only be called on no less than 3 days notice by mail, telephone or fax. The notice will state the time, place and purpose of the meeting. Provided, further, that a majority of the Board may waive the three day notice requirement if such waiver is in writing. Attendance at the meeting shall constitute a waiver.

ARTICLE VIII

Officers

1. **PRINCIPAL OFFICERS.** The Principal Officers of the club shall be a President, Vice-president, Secretary and Treasurer all of whom shall be elected by and from the Board. The Board may in its judgment from time to time create one or more additional offices and elect one or more Board Members to fill same and assign to such office such duties as the Board deems necessary or desirable.

2. **PRESIDENT.** The President shall be the chief executive officer of the club. He shall preside at all club meetings and all Board meetings. He shall have the general powers and duties which are usually vested in the office of President of a Club, including, but not limited to, the power to appoint committees from among the members from time to time as he may, in his discretion decide are appropriate to assist in the conduct of the affairs of the club.

3. **VICE- PRESIDENT.** The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board.

4. **SECRETARY-TREASURER.** The office of Secretary-Treasurer may be held by one person, or the Board may elect one person to hold the office of Secretary and a different person to hold the office of Treasurer. The Secretary shall keep the minutes of all meetings of the Board and the minutes of all meetings of the membership. He shall have charge of such books and papers as the Board may direct. The Treasurer shall have responsibility for club funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the club. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit of the club in such depositories as may from time to time be designated by the Board.

ARTICLE IX

ANNUAL WOODCARVING SHOW

1. **TIME AND PLACE.** The club shall plan, manage and present a woodcarving /competition show annually at such time and place as the Board of Directors may determine.

2. **SHOW COMMITTEE MEMBERS.** The show committee will be composed of all members of the Board of Directors. The Board will seek a volunteer to serve as show chairman and if no volunteer can be found then The President will appoint one member of the Board to serve as show chairman. The chairman will establish as many subcommittees as he deems necessary or desirable, each of which will be chaired by a member of the Board of Directors to be named by its Chairman. Members of each sub-committee will be named by its chairman with the consent of the Show Chairman. At the discretion of the Show-Chairman a Board Member may chair more than one sub-committee.

ARTICLE X
COMMITTEES

The following are standing committees: The president will appoint a chairman for each committee who will be a board member. The president may appoint additional committee members without regard as to whether they are members of the Board. The president has the authority and power to establish additional ad hoc committees and sub Committees and assign such duties as the president, in his sole discretion, deems necessary or advisable:

1. Show;
2. Program;
3. Finance;
4. Membership;
5. Publicity;
6. Seminars;
7. Education;
8. Rules;
9. Nominating.

ARTICLE XI
Amendment of By-Laws

These By-Laws may be amended by a simple majority of the members at any regular meeting or a special meeting called for that purpose. Notice of the proposed amendment must be given to the members in writing not less than 30 days before the date of the meeting on which the vote of the amendments will be held. This notice requirement will be deemed complied with on the date the writing is placed in an envelope, addressed to the club member and deposited in a receptacle provided by the United States Postal Service.

ARTICLE XII
Dissolution of Corporation

The Piedmont Woodcarvers Club, Inc. may be dissolved by a vote of 2/3 of the members of the club present in person or by proxy at

a meeting called for that purpose provided that the Notice requirements of these By-Laws have been met. Upon such dissolution all assets of the club shall be donated to such charitable organization as may be voted on by a majority of the members voting for dissolution. Provided, however, such charitable organization must be one that has been approved by the Internal Revenue Service as a tax-exempt organization.

It is understood and agreed that this Article has been adopted for the sole purpose of qualifying the club as a tax exempt organization and in the event the above language is insufficient to qualify for such status then this article will be deemed to be amended to contain such language as is required by the Internal Revenue Service regulations.

ARTICLE XIII COMPENSATION

No club member, board member, or officer will be entitled to any salary bonus, or other compensation for services rendered to the club. Provided, however, reimbursement for actual out of pocket expenses will, upon proper documentation, be permitted.

ARTICLE XIV Miscellaneous

Anything in these By-Laws to the contrary notwithstanding, whenever used, the singular name shall include the plural, the plural the singular and the use of any word indicating gender shall include both genders.

Adopted by a majority of the members of the Piedmont Wood Carvers Club
at a special meeting held on _____ 1995.

Ed L. Brockelbank, President

(Re-typed, 1/29/2000, Larry Goodson)
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