

Cumberland Furniture Guild Bylaws

- The name of the Organization shall be the Cumberland Furniture Guild.
- In these bylaws CFG means The Cumberland Furniture Guild.

Membership

1. Membership in the CFG is annual in an amount to be determined and adjusted periodically by the Board. The CFG will not discriminate against anyone based on race, color, creed, sexual orientation, religion, disability, or national origin.
2. Those to whom the CFG is ultimately accountable shall be the members of the CFG. This will include a minimum of five (5) paid members of the CFG- incorporating said organization, and other such persons as described herein.
3. Every member of the CFG shall be entitled to attend any meeting of, and to vote at any meeting of, the CFG and, if of “legal age”, to hold any office. The “legal age” shall be 19. Anyone choosing to join the CFG under this age must have written parental approval.
4. Membership in the CFG shall consist of those who
 - a) Contribute to its support through payment of annual dues, and
 - b) Are dedicated to the makers of handmade furniture and their craft through education, networking, promotion, and community service.
5. Organizations may be admitted to membership in the same manner upon approval of the Executive Board.
6. Membership in the CFG shall cease upon the death of a member, or if by notice in writing to the CFG, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these bylaws.

Fiscal Year

7. The fiscal year of the CFG shall be the period from January 1 to December 31.

Members' Meetings

8. Every member shall have one vote in person or by proxy.
9. An ordinary or special general meeting of the members called by the President or Executive Board may be held at any time but shall also be called if requested in writing by ten or more active members.
10. Seven (7) days notice to members is required for any meeting of the members. The notice must specify the date, place and time of the meeting and in the case of special

business, the nature of such business. Such notice is to be given to the members by means deemed by the Executive Board to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. At the general meeting of the CFG the following items must be available to any member of the CFG should they request it or the Executive board deem it necessary:

- a) Minutes of the previous meeting.
- b) A current and accurate report on the organization's finances.
- c) A list of officers currently serving on the Executive Board.
- d) A copy of any proposed changes to the bylaws .

11. No business shall be transacted at any meeting of the CFG unless a quorum of members is present physically or by proxy at the commencement of business. Such quorum shall consist of 1 more than half of the paid membership.

12. If, within one-half hour from the time appointed for a meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other cases it shall stand adjourned to such time and place, as the Executive Board shall direct. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the meeting.

13. The President, or in his/her absence, the Coordinating Vice-President, or in the absence of both of them, the Programming Vice-President shall preside as Chair at meetings.

14. At meetings of the general membership the President shall not have a vote. In the case of a tie vote, the President shall break the tie.

15. The President may, with the consent of the meeting, adjourn any meeting from time to time and from place-to-place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

16. At any meeting, unless a motion demanding a full count is made by at least three members, a declaration by the President that a resolution or amendment has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution. If a motion is made demanding such a count, it shall be held by show of hands or by secret ballot, as the President may prescribe, and the result of such motion shall be deemed to be binding.

Executive Board

17. The Executive Board shall have all the powers of the membership body when it is not in session, except the power to amend the bylaws and the power to elect officers. It shall advise the membership of its views and decisions pertaining to CFG business.

18. Unless otherwise determined by special resolution, the members of the Executive Board shall be: President, Coordinating Vice-President, Programming Vice President, Treasurer, Secretary, Editor, and Advisor, as well as up to two optional Auxiliary Advisors to be known as 'members at large'. The offices of Treasurer and Secretary may be combined with the consent of the membership.

19. Any member of the CFG of legal age (or with guardian consent) shall be eligible to be elected to the Executive Board.

20. The Executive Board shall be elected by the members at a general meeting of the CFG. Elections shall be conducted in order from President to Advisor. The Executive Board must give the general membership the opportunity to nominate themselves or others for the Executive Board. Election procedure shall be organized by the Executive Board and guided by Roberts Rules of Order.

21. If organizations are admitted to membership the CFG membership may elect to the Executive Board a representative nominated by any such organization.

22. The outgoing Executive Board shall hold office until the conclusion of the meeting at which their successors are elected. Sitting or retired Executive Board members shall be eligible for re-election at any time.

23. In the event that an Executive Board member resigns his/her office or ceases to be a member in the CFG, whereupon his/her office as shall be vacated, the vacancy thereby created may be filled for the un-expired portion of the term by the Executive Board from among the members of the CFG.

24. The CFG may, by special resolution, remove any Executive Board member before the expiration of the period of office and appoint another member in his/her stead. A special resolution is a motion, brought to a meeting by a member in good standing and accepted by the floor to be voted on. It will then be remanded to an impeachment committee of five CFG members appointed by, but not on, the Executive Board. These five members will investigate and submit an opinion to the membership at the next meeting (or at a special meeting called for that purpose) for a vote to remove the Executive Board member. The person appointed for replacement shall hold office during such time only as the Executive Board member in whose place he/she is appointed would have held office if he/she had not been removed.

25. Executive Board members who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the organization have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or when the possibility of a conflict is realized. A conflict of interest does not preclude a member from serving as a Executive Board member provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

26. Executive Board members are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses must be specifically agreed upon by the Executive Board and reported to the membership.

27. The responsibility for the management of the activities of the CFG shall be vested in the Executive Board who, in addition to the authorities and responsibilities outlined by these by-laws or otherwise expressly conferred upon them by the membership, may exercise, within the limits of the law, all powers as may be required by the CFG to achieve its purposes. In particular, the Executive Board shall have power to set policy to guide the management of the CFG, engage staff, and to determine his/her/their duties, responsibilities and reimbursement. The Executive Board may appoint committees consisting of Chairpersons and/or other such persons they may determine are required.

Executive Board Meetings

28. Meetings of the Executive Board shall be held as often as the business of the CFG may require but not less than quarterly. Special Executive Board meetings may be called by the President. Notice shall be given either orally or in writing to each Officer within a reasonable time before the meeting is to take place. Non-receipt of such notice by any Executive Board member shall not invalidate the proceedings at any meeting of the Executive Board.

29. No business shall be transacted at any meeting of the Executive Board unless at least 2/3 of the Executive Board members are present at the commencement of such business physically or by written proxy.

30. The President or, in his/her absence, the Coordinating Vice-President or, in the absence of both of them, the Programming Vice-President shall preside as chair at meetings of the Executive Board.

31. At an Executive Board meeting, the Chair shall NOT have a vote. In the case of an equality of votes, the chair shall break the tie.

Officers of the Executive Board

32. The President shall preside at all meetings. The President shall steer the course of the Executive Board and therefore the CFG. The President shall act as a liaison between CFG and other organizations and community bodies. The President shall attend the annual Furniture Society Conference or appoint a representative to go in his or her place.

33. The Coordinating Vice President will act as President in the President's absence. He/she will be required to oversee most chairpersons and committees of the CFG.

34. The Programming Vice President shall be responsible for the overall programming of the CFG.

35. The Treasurer of the CFG who shall be responsible for overseeing

financial management practices, insuring that the members are informed about the finances of the CFG, and, additionally, may carry out other such duties as the Executive Board may assign. The Treasurer, with the help of the Executive Board, will be responsible for all federal, state, and local documentation.

36. The Secretary of the CFG shall be responsible for the minutes of the meetings of members and of the Executive Board, and shall perform such other duties as may be assigned to him/her by the Executive Board. The minutes of all the meetings and all other legal books and records of the CFG shall also be the responsibility of the Secretary. The Secretary should also promote effective communication from the CFG to the rest of the community.

37. The Editor shall be in charge of writing, printing, and distributing the newsletter, and with writing, editing and/or improving any other written materials necessary to the ongoing functioning of the Guild. The newsletter shall be distributed in a timely fashion as deemed appropriate by the Executive Board.

38. The Advisor shall act as a counselor to the CFG and the Executive Board. The Advisor shall be the parliamentarian and shall interpret these bylaws together with Roberts Rules of Order. The Advisor should be a past member of the Executive Board and if possible the past President. The two Auxiliary Advisors, or 'members at large', should any one be serving in those positions, shall not be tied to any particular responsibility, but rather shall assume such roles and responsibilities as the board from time to time designates.

Audit of Accounts

39. The Executive Board is responsible for insuring that members receive annually a detailed report on the financial position of the CFG. This statement should be submitted in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the organization's financial affairs, shall be signed by the Treasurer, President and one other Executive Board member.

Miscellaneous

40. The CFG has power to repeal or amend any of these by-laws by a special resolution passed by the members, subject to the approval of appropriate local, state, and/or federal bodies.

41. The CFG shall file with the appropriate local and state agencies, with its Annual Financial Statement, a list of its directors with their addresses, occupations, and dates of appointment or election.

42. If the CFG has a seal it shall be in the custody of the Secretary and may be affixed to any document upon a resolution of the Executive Board.

43. The annual financial statements and minutes of membership and of Executive Board meetings may be inspected by any member with one month's notice.

44. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the CFG only by the President and Vice President acting together, or the Vice President and Secretary acting together, or by the President and Secretary acting together, and even then only when they are specifically vested with that authority by the Executive Board.

45. The borrowing powers of the CFG may be exercised by special resolution of the members.

46. The Executive Board shall insure that the CFG assets are protected against damage and loss, and, if it is determined that considerable risk is involved, that the Executive Board themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the ongoing functioning of the CFG.

47. In the event of dissolution of the Cumberland Furniture Guild any remaining assets will go to another not-for-profit 501(c)(3) organization, which has similar goals, or ideals as stated above in 4b. This determination will be made at the final formal meeting of the Executive Board and entered into the minutes thereof.