

# **FLICKERTAIL WOODCARVERS CONSTITUTION AND BY-LAWS**

**Adopted September 20, 1969  
Amended 1974, 1984, 1986, 1992, 1996, 1997, 1998, 2001, 2006, 2013**

## **PREAMBLE**

This non-profit organization shall be named the Flickertail Woodcarvers. The objective of this organization shall be to provide education and increase knowledge in the arts of wood carving, wood sculpture, whittling, and related wood crafts.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **CONSTITUTION**

### **ARTICLE I - MEMBERSHIP**

**SECTION 1. Membership Eligibility.** Membership is open to anyone without regard to race, religion, creed, national origin, sex, color, sexual orientation, age, or any other factor. We encourage membership of anyone who is interested in wood carving. Completed applications furnished by the Flickertail Woodcarvers must be submitted by any individual desiring membership.

**SECTION 2. Active Member.** An active member is any individual and member of his/her family who is current in dues payment in accordance with the Bylaws, Article III.

**SECTION 3. Charter Member.** A charter member is an individual who joined the organization at either of the first two meetings.

**SECTION 4. Rights of Members.**

- a. An active member in good standing may vote, hold office, and serve on committees.
- b. A copy of the Constitution and Bylaws shall be furnished, upon request, to any active member.
- c. An active member shall receive a membership card and shall be notified of any meetings or functions of the club.

**SECTION 5. Removal of Membership Eligibility.** A member may be expelled from the organization for action contrary to the best interest of the organization, either by unanimous vote of the Executive Board or by majority vote of members present and voting at any regular meeting.

## **ARTICLE II - OFFICERS**

**SECTION 1. Definition of Officers.** The officers of the organization shall be: President, President-Elect/Past-President, Secretary, Treasurer, Program Chairperson, Membership/Host Chairperson, Physical Properties Chairperson, Library Chairperson, and Newsletter Editor.

**SECTION 2. Duties and Responsibilities of Officers.**

- a. **President.** The president shall have general supervision of all phases of the organization's activities; shall preside at all meetings of the organization and the Executive Board; shall appoint a nominating committee; appoint an annual show committee; appoint an active member to audit the books; and appoint any other committee necessary for the activity of the organization. The president may authorize, at his/her discretion, miscellaneous expenditures not to exceed \$100. If the president makes such an authorization, club members shall be advised of the reason for the expenditure at the next regular meeting and the information will be included in the minutes recorded at said meeting.
- b. **President-Elect/Past-President.** The president-elect/past president shall take over the duties of the president in the absence of the president; be the historian; and shall have charge of general publicity for the organization's regular meetings to the news media.
- c. **Secretary.** The secretary shall record the minutes of the executive board and the organization; and shall carry on all official correspondence.
- d. **Treasurer.** The treasurer shall manage all the money of the organization; collect the dues; deposit all received funds into the organization's account; pay all bills presented to and approved by the executive board; and submit a monthly and an annual report of the receipts and disbursements. The treasurer's books shall be audited before the annual meeting.
- e. **Program Chairperson.** The program chairperson shall plan the programs or activities for the organization's monthly meetings; make necessary arrangements for the meeting or activity; and serve as chairperson of the annual show committee.
- f. **Membership-Host Chairperson.** The membership-host chairperson shall keep an up to date membership, mailing, and/or calling list; list all new members who join the organization; be the official greeter for any visitor(s) to any organization function; collect dues from new and renewed members; and transfer these dues to the treasurer as soon as possible.
- g. **Physical Properties Chairperson.** The physical properties chairperson shall be in charge of all tools, electrical apparatus and/or tools, woods and/or wood cut-outs, and display material of the organization; shall keep an adequate and up to date inventory; shall collect any moneys for the sale of items sold by the organization and transfer these funds to the treasurer in a timely manner.
- h. **Library Chairperson.** The library chairperson shall be in charge of all books, video tapes and teaching aids owned by the organization; be responsible for acquisition of new books and video tapes upon approval of the executive board; and collect any moneys for rents and transfer these funds to the treasurer in a timely manner.
- I. **Newsletter Editor.** The newsletter editor will edit, compile, and make ready for printing the club newsletter for each even numbered month (six issues per year). He/she will make each issue ready for mailing by the membership/host chairperson. The position of newsletter editor can be held by another executive board member, whereas the combined position would constitute only one position and only one vote on the executive board. He/she will advise the executive board of the content of the newsletter on a timely basis.

## **ARTICLE III - EXECUTIVE BOARD**

**SECTION 1. Composition of Executive Board.** The executive board shall be composed of the elected officers of the organization.

**SECTION 2. Executive Board Meetings.** The executive board shall meet at the call of the president or at the request of three members in good standing.

**SECTION 3. Quorum for Meeting.** Five executive board members present shall constitute a quorum for transaction of any business.

**SECTION 4. Duties and Responsibilities of Executive Board.**

- a. The executive board shall be the administrative body of the organization.
- b. The executive board shall authorize the treasurer to pay bills under \$200.00 and pay any bill for workshops to the extent that members pay their fee to the organization for attending the workshop.
- c. The executive board shall administer any grants funds and authorize their disbursements for their intended purpose up to the full amount of the grant.
- d. Any expenditure over \$200.00 shall have the approval of the organization before it can be paid, except as specified in Article III, Section 4, paragraphs (b. & c.) above.
- e. The executive board shall vote on appointments of the president.
- f. By majority vote, the executive board shall select any member in good standing to fill the unexpired term of any vacancy except president-elect.
- g. The executive board shall determine and approve fees and charges for seminars and classes sponsored by the club.
- h. An additional administrative charge may be assessed non-members who attend these seminars/classes upon approval of the executive board. The executive board will determine the non-member administrative charge amount, if any, when determining class fees. If this fee is added, it will be clearly stated on the registration form.
- i. The executive board may vote to approve withholding of seminar/class deposit fees for short notice cancellations. If this is to be done, it will be approved prior to announcing the class for registration, and it will be clearly stated on the registration form.

**SECTION 5. Compensation of Executive Board Members.** All members of the executive board shall serve without pay.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the preamble of this document hereof. No part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**SECTION 6. Removal of Officers.** Any member of the executive board, absent three consecutive meetings without a good and valid reason shall be replaced by majority vote of the executive board.

## **ARTICLE IV - AMENDMENTS TO THE CONSTITUTION AND BYLAWS**

**SECTION 1.** Proposed Amendment Submission. Proposed amendments must be submitted to the executive board in writing by a member in good standing.

**SECTION 2.** Reading of the Amendments in Regular Meetings. The proposed amendments shall be presented by the executive board, and be called to the attention of the members present at two consecutive business meetings prior to being called for a vote.

**SECTION 3.** Adoption of Amendments. Amendments shall be voted upon only after two readings have been accomplished in accordance with section 2 of this article. They will be called for vote at a third consecutive business meeting. Approval of the amendment requires a majority vote of those active members present and voting at the meeting.

## **BYLAWS**

### **ARTICLE I - FISCAL YEAR**

**SECTION 1.** Fiscal Year Definition. The fiscal year shall be from January 1 to December 31.

### **ARTICLE II - MEETINGS**

**SECTION 1.** Number of Meetings Required. There shall be at least eight monthly meetings of the organization during the year.

**SECTION 2.** Suspension of Regular Meetings During Summer Months. There shall be no regular scheduled meetings of the organization during June, July, and August, however special meetings and events may occur during these months.

**SECTION 3.** Tours and Field Trips. Tours and field trips are considered regular meetings.

**SECTION 4.** Annual Meeting. One meeting during the year shall be designated as the annual meeting. There shall be an annual meeting in February.

**SECTION 5.** Time Limitation for Business Meetings. The business portion of the monthly meeting shall be limited to a thirty (30) minute period.

**SECTION 6.** Order of Business.

- a. Call to Order
- b. Read Minutes of Previous Meeting
- c. Read Executive Board Minutes, If Necessary
- d. Treasurer's Report
- e. Communications
- f. Introduction of Visitors
- g. Presentation of Bills

- h. Committee Reports
  - 1. Membership
  - 2. Programs
  - 3. Publicity
  - 4. Annual Show
  - 5. Newsletter Editor
  - 6. Special Events
  - 7. Other
- i. Unfinished Business
- j. New Business
- k. Show and Tell
- l. Carving Exchange
- m. Adjournment
- n. Program, Speaker, or Activity

**SECTION 7. Parliamentary Authority.** Robert's Rules of Order, Revised, latest edition shall govern all proceedings of the organization.

## **ARTICLE III - DUES**

**SECTION 1. Dues Amount.** Dues for the active member shall be an amount recommended by the executive board and approved by the membership.

**SECTION 2. Date Payable.** Dues are payable the first day of January of each year. Members in arrears shall be dropped from the membership list if dues are not paid by or at the March meeting.

**SECTION 3. Delinquent Dues Payment.** Delinquent dues shall be payable in full for the year.

**SECTION 4. New Members at End of Calendar Year.** Any new members who join during the period of November 1 through December 31 become full members from the date of dues payment and are considered paid-up full members until December 31 of the following calendar year.

## **ARTICLE IV - INCORPORATION ADDRESS**

**SECTION 1. Official Address.** The official address of the organization shall be:

Flickertail Woodcarvers  
PO Box 7473  
Bismarck, North Dakota 58507

## ARTICLE V - NOMINATIONS

**SECTION 1.** Appointment of Nominating Committee. The president shall appoint a nominating committee three months before the annual meeting.

**SECTION 2.** Number of Members on Nominating Committee. The nominating committee shall consist of three members, one of whom shall be the chairperson.

**SECTION 3.** Executive Board Representation on Nominating Committee. A member of the executive board shall be a member of the nominating committee, but can not be the chairperson.

**SECTION 4.** Presentation of Candidates for Office. The nominating committee shall present a slate of one or more candidates for each office of the organization two months before the annual meeting. Each of the nominees shall give permission to have his/her name placed in nomination.

**SECTION 5.** Nominations From the Floor. Nominations for each office may be made from the floor with the consent of the nominee.

**SECTION 6.** Balloting. Voting shall be by ballot for any contested office. For out-of-town members, an absentee ballot will be included in the January/February issue of the club newsletter and will be e-mailed to those who have provided an e-mail address to the club membership chairperson. Mailed absentee ballots will be returned to the election chairperson's home address. Ballots returned by e-mail will be returned to the election chairperson's personal e-mail account. Absentee ballots must be received by the annual meeting to be valid. The return address portion of the envelope will be retained and compared on the poll list as proof of balloting. For ballots returned by e-mail, the ballots will be printed and will be available, along with the mailed ballots, at the annual meeting when elections take place.

## ARTICLE VI - ELECTIONS

**SECTION 1.** Election Time. Elections of officers shall be conducted at the annual meeting.

**SECTION 2.** Majority Requirements for Election. A majority of the members in good standing present and voting and the absentee ballots shall be sufficient to elect.

**SECTION 3.** Term of Office. The term of office for each officer shall be for two years from installation.

**SECTION 4.** Years of Election. The president-elect, secretary, membership/host chairperson, library chairperson, and newsletter editor shall be elected on even number calendar years. The treasurer, program chairperson, and physical properties chairperson shall be elected on odd numbered calendar years.

**SECTION 5.** Term of President-Elect. The president-elect shall serve consecutively one year as president-elect, two years as president, and one year as past-president.

**SECTION 6.** Vacancy of Past-President Position. The immediate past-president shall assume the duties of the past-president should that position become vacant.

**SECTION 7.** Installation of Officers. There shall be an installation of elected officers at the annual meeting.

**SECTION 8. Election Committee.** The nominating committee will also serve as the election committee with its chairperson serving as the election judge.

## **ARTICLE VII** **ORGANIZATION OPERATING POLICIES**

**SECTION 1. Operating Policies.** Continuing operational policies may be enacted by a majority vote of the executive board. These policies shall only be placed in effect to allow more efficient operation of the organization. Any policy enacted by the executive board shall not violate any article of the constitution and by-laws in current effect.

**SECTION 2. Records of Operating Policies in Current Force.** Any operating policy enacted by the executive board shall be in writing and shall be filed in the organization's records. These shall be made available to any active member in good standing upon request.

**SECTION 3. Review of Policies in Effect.** A regular review of policies in effect shall be completed at least biannually by the executive board, within six months after a new president has been installed to office. Any policies no longer providing efficiency of operations may be discontinued immediately upon simple majority vote of a quorum of the executive board. A member of the executive board or a regular member in good standing may, at any time, request review of the policy by the board. The policy may be discontinued immediately upon concurrence of a majority of executive board members.

## **ARTICLE XIII** **DISOLUTION**

If at anytime, the membership of the Flickertail Woodcarvers should vote to dissolve/terminate club functions, the following shall prevail;

1. The club president shall instruct the treasurer and properties chairperson to provide final reports on club assets.
2. The club president shall direct the club executive board to establish an auction process where the physical and/or real property belonging to the club, shall be auctioned. The proceeds shall then be combined with other club funds.
3. The club president and executive board shall, with approval of the membership (those present in the final meeting), decide and distribute all funds to other non-profit art groups.  
Exception: The club shall return all unused grant funds to the agency granting said funds.
4. The club president shall order final dissolution reports be filed with appropriate state and federal agencies requiring said reports.

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of this organization is then located, exclusively for

such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The constitution and by-laws adopted January 19, 2013 shall be in effect from this day. Any prior constitution and by-laws of the organization shall be null and void.