

Colorado Woodworkers Guild Bylaws Revision Comparison

Final September 7, 2024

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	Current Bylaws	Proposed Bylaws	Recommendations and Comments
<u>General Approach</u>			
Rationale for Change	<ul style="list-style-type: none"> • Redundant wording • More proscriptive than necessary 	<ul style="list-style-type: none"> • Redundancies were removed and sentences were streamlined without changing the meaning • Preserve Board policy discretion where possible • Delegate executive decisions to the President 	<ul style="list-style-type: none"> • Allow flexibility for Board approved policies and procedures rather than locking everything into Bylaws
CWG Articles of Incorporation	<ul style="list-style-type: none"> • On April 19, 1993 CWG registered with the State of Colorado as a nonprofit corporation and filed its initial Articles of Incorporation 	<ul style="list-style-type: none"> • CWG Articles of Incorporation were updated 1-31-2024 (and reflected in the proposed Bylaws) consistent with 501.c.3 application. 	
CWG Constitution	<ul style="list-style-type: none"> • A constitution of a business is not common, or required by law in the State of Colorado • Much of what is in the CWG Constitution is redundant to the Bylaws 	<ul style="list-style-type: none"> • Articles that were not redundant (Articles II, IX and X) were added to the proposed Bylaws 	<ul style="list-style-type: none"> • Eliminate the Constitution • With a Quorum present requires 2/3 vote of members to amend or eliminate Constitution
<u>Bylaw Changes</u>			

Article I - Purpose	<ul style="list-style-type: none"> Name and Purpose in Constitution, but not in current Bylaws 	<ul style="list-style-type: none"> Name shown at top Purpose from Constitution reflected in Section 1 Section 2- Accomplishment incorporates education, social and community service 	
Article II – Office and Mailing Address	<ul style="list-style-type: none"> Included PO Box, Website and Domains 	<ul style="list-style-type: none"> Changed PO box to Rockler Moved Website address to Policies and Procedures Moved Registered domain names to Policies and Procedures. 	<ul style="list-style-type: none"> Put website address and registered domain names in P&P
Article III - Membership	<ul style="list-style-type: none"> Categories include Active & Lifetime Application & dues to Membership Committee only Suspension or expulsion by 4/5 of Board 	<ul style="list-style-type: none"> Other categories may be created by Board Application & dues to Membership Committee or Treasurer Suspension or expulsion by 2/3 of Board 	
Article IV - Dues	<ul style="list-style-type: none"> Contained in Article V Partial year – New members joining after June 30 pay 50% Provides for Special Assessments 	<ul style="list-style-type: none"> Moved to Article III New members joining after September 30 pay 100%, but includes next year dues Eliminates Special Assessments 	<ul style="list-style-type: none"> Half price dues not done for many years Members are not owners and can not be charged special assessments
Article V – Sponsorship	<ul style="list-style-type: none"> Contained in Article IV Approval and termination by Board Sponsor pays no dues Sponsor may not vote or hold office Sponsor may apply for individual membership 	<ul style="list-style-type: none"> Moved to Article V Approval and termination by President or designee Sponsors receive one individual membership without charge Restrictions on Sponsor memberships removed. 	<ul style="list-style-type: none"> Individual Member may vote or hold office same as any other Member

<p>Article VI – Membership Meetings</p>	<ul style="list-style-type: none"> • Quorum is 25 members or 15% of all voting members 	<ul style="list-style-type: none"> • Quorum is 15% of all voting members in person and on Zoom 	<ul style="list-style-type: none"> • The timing of meetings has not been followed. Moved to P&P • 25 could be a problem with low membership or very low attendance
<p>Article VII - Officers</p>	<ul style="list-style-type: none"> • Current Article VII discusses 4 Officers, Director at Large, and Committee Chairs in one article 	<ul style="list-style-type: none"> • Article VII discusses Officers • President and VP duties remain unchanged • Secretary and Treasurer duties enhanced slightly 	<ul style="list-style-type: none"> • Clarified roles of the officers vs. Board of Directors and Committee Chairs in 3 separate articles • Directors at Large are not Officers
<p>Article VIII – Board of Directors</p>	<ul style="list-style-type: none"> • Current Article VII discusses 4 Officers, 1 Director at Large and the Past President for a total of 6 • Article VIII discusses the Board of Directors • There is no mention of a minority report to Board minutes 	<ul style="list-style-type: none"> • Article VIII discusses the Board • It includes 4 Officers and 1 to 5 Directors at Large for a total of 5 to 9 Board Members • Section 10 adds that any Board member may have their objections recorded in the minutes. 	<ul style="list-style-type: none"> • Most boards have an odd #. • Past President may serve in one of the At Large Director Slots

<p>Article IX - Committees</p>	<ul style="list-style-type: none"> • Current Article VII discusses Officers, Director at Large, and Committee Chairs • Article IX defines detailed duties of 12 standing committees 	<ul style="list-style-type: none"> • Article IX more broadly defines duties for 6 Standing Committees • It gives the President authority to assign other projects and activities to the Standing Committees • The President may also appoint other Committees as needed 	<ul style="list-style-type: none"> • This change creates a more reasonable span of control for the President • As the administrative head of their committee, each of the 6 Committee Chairs takes on an active leadership role • Project and activity teams may be established under each Standing Committee • The Board has served as the nominating committee
<p>Article X – Revision of the Bylaws</p>	<ul style="list-style-type: none"> • Current Bylaws do not address how to revise the Bylaws • The Constitution requires a 30-day notice to members before a vote at a meeting called for such purpose. • Approval requires a majority vote 	<ul style="list-style-type: none"> • This section was adopted from the Constitution. • Article X sets out in the Bylaws a process for revising the Bylaws 	<ul style="list-style-type: none"> • Eliminates need for Constitution
<p>Article XI - Dissolution</p>	<ul style="list-style-type: none"> • Current Bylaws do not address how to dissolve the organization • The Constitution provides for a dissolution process 	<ul style="list-style-type: none"> • This section was adopted from the Constitution. • Article XI sets out in the Bylaws a process for dissolution • Section 4 adds Language for 501.c.3 references 501.c.3 and wording is the same as in our amended Articles of incorporation 	<ul style="list-style-type: none"> • Eliminates need for Constitution
<p>Article XII – Miscellaneous</p>	<ul style="list-style-type: none"> • References website and PO Box 	<ul style="list-style-type: none"> • Moves website and PO Box to P&P 	