

# PRPROSED IWCS BYLAWS REVISION

## ARTICLE I MEMBERSHIP

Any person, institution, educational body, governmental unit or business that agrees to abide by the Society's Constitution and Bylaws may be accepted for membership in one of the following categories. The Society retains the right to review and accept or decline, for any cause, any membership application, continuation or renewal based on a review by the Society's Executive Committee.

1 REGULAR MEMBER: Anyone interested in wood and the aims of the Society is eligible for membership upon payment of dues. Regular Membership may consist of an individual or couple. Each membership will receive only one (1) copy of the *World of Wood* and have one (1) vote in any elections. If either member dies, the remaining person remains a Regular Member, if he or she wishes. A sub category of Regular Membership is an Online Membership. An Online Member will not receive a printed copy of the *World of Wood*. They can access the current edition of the *World of Wood* on the Members Only side of the website. The membership rate for Online Members is established by the Board of Trustees. Online Members have the same voting and other membership rights as non-Online Members.

2. STUDENT MEMBER: Students who are currently enrolled in an educational program are eligible to pay Student Dues. Student Members shall receive only the online version of the *World of Wood*.

3. CORPORATE MEMBER: This class of membership shall be open to any corporate business, institution or individual involved in an activity related to wood. Such members will have all rights, privileges and benefits of Regular membership. Corporate Members shall also have access to the benefits described in the Corporate Member Policy PO 05.

4. MEMBERSHIP DUES: The dues for each of the above membership classes shall be determined by the Board of Trustees and published in our Journal, the *World of Wood* and on the website. The timing and details of membership renewals are described in Procedure PR 11.

5. LIFE AND HONORARY LIFE MEMBER: Existing life and honorary life members shall continue with all privileges given to regular members until they cease to be members. No new members shall be admitted to these categories.

## ARTICLE II BOARD OF TRUSTEES

All officers and trustee's term of office shall begin on 01 October in the year they are elected. In the event that an officer or trustee is elected after the normal 01 October installation date they will begin their term of office immediately after their office election results are confirmed and serve for the normal term of office from the 01 Oct date that is nearest to the date they are confirmed.

The Board of Trustees shall consist of:

PRESIDENT

The President shall:

- Be the chief executive officer of the Society
- Chair the Board of Trustees
- Appoint all Committees with advice and consent of the Board of Trustees.
- Serve two (2) years as President.

The President's Role and Responsibilities are defined in RR 01.

#### PRESIDENT ELECT

Is elected for a two (2) year term by the membership. At the end of the current President's term the President Elect will assume the office of President. They shall act for and in place of the President at the request of the President, or in the event of the President's absence, inability or incapacity. **If the office of President Elect would become permanently open either because they move to the office of the President or incapacity of the President Elect the Vice President shall temporarily fill both the President Elect and Vice President offices. An election shall be held to replace the President Elect. PR09 describes the nominating and election procedure. The newly elected President Elect shall assume the office immediately after the election, The timing of the election will be up to the Board of Trustees to establish based on the timing to the next normal election for that office.** The President Elect's Role and Responsibilities are defined in RR 02.

#### VICE PRESIDENT

In the event of the absence, inability or incapacity of both the President Elect and President the Vice President shall **temporarily** perform the duties of the President-Elect and if necessary, the President. If the Vice President succeeds to the office of President Elect or President an election **shall** be held to elect a replacement of any open offices depending on the time before any newly elected officers would begin their terms of office. **If the office of Vice President would become permanently open either because they move to the office of the President or President Elect. An election shall be held to replace the Vice President. PR09 describes the nominating and election procedure. The office shall remain open until after the election. The newly elected Vice President shall assume the office immediately after the election. The length of term will be the same as the officer that was replaced. The timing of the election will be up to the Board of Trustees to establish based on the timing to the next normal election for that office. The President or Board of Trustees may ask another Officer to fulfill any duties of the Vice President until the replacement is elected.** The Vice President shall serve as the Chair of the Membership Committee. The Vice President's Role and Responsibilities are defined in RR 03.

#### IMMEDIATE PAST PRESIDENT

When the current President's term ends, they will assume the office of Immediate Past President. They shall serve until a new Immediate Past President assumes the office. The Immediate Past President shall serve as Chair of the President-Elect and Vice President candidate nominating committee, oversee the creation and updates to the Society's Roles and Responsibilities and Policy and Procedures documents and add continuity to the Board of Trustees. At the end of their term, they cannot hold an office on the Executive Committee for a period of four (4) years. The Immediate Past President's Role and Responsibilities are defined in RR 04.

#### SECRETARY

Is charged with keeping the official records of the Society. The term of office begins after approval by the Board of Trustees and serves until a new Secretary is approved by the Board of Trustees. The Role and Responsibilities of the Secretary are defined in RR 06.

#### TREASURER

Is charged with managing and accounting for all the financial responsibilities for the Society. The Treasurer shall be bonded, at the Society's expense, for whatever sum is deemed necessary by the Board of Trustees. The term of office begins after approval by the Board of Trustees and serves until a new Treasurer is approved by the Board of Trustees. The Treasurer's Role and Responsibilities are defined in RR 18.

The Secretary and Treasurer positions may be held by the same person or two (2) individuals. In the circumstance that the same individual holds both offices they shall only have one vote on all decisions. If different individuals hold each office, each shall have one vote and both will be part of the Executive Committee.

#### **PUBLICATIONS COMMITTEE CHAIR**

Shall oversee the Publications Committee and be responsible for the various types of official IWCS publications. All members of the Publications Committee will report to the Publications Committee Chair. The Publications Committee Chair's Role and Responsibilities are defined in RR 10.

#### **REGIONAL TRUSTEES**

One Trustee shall be elected by members residing in each designated Region. Each Region will be defined and may be revised by the Board of Trustees. The term of office is three (3) years with the option of serving one (1) consecutive three-year term. The Regional Trustee's Roles and Responsibilities are described in RR 08.

#### **TRUSTEES AT LARGE**

ARCHIVIST is appointed by the President and will begin their term of office after approval of the Board of Trustees and taking possession of the Society's archive material. Their Role and Responsibilities are described in RR 09.

ENDOWMENT COMMITTEE CHAIR will oversee the investment and reporting of the Endowment Fund. As chair of the committee, they will oversee the applications for grants from the fund along with the committee members. Their Role and Responsibilities are described in RR 12.

#### **Elected and Appointed positions of the Board**

The President Elect and Vice President are elected by a majority vote of members. The Secretary, Treasurer, Archivist, Publications Committee Chair and Endowment Committee Chair are appointed by the President from among eligible members and approved by the Board of Trustees. All appointed Board members serve at the pleasure of the President and may be replaced at any time with Board of Trustee approval, except the Endowment Committee Chair which has a fixed term of office.

#### **Remuneration**

No elected member of the Board of Trustees shall be paid a stipend or other remuneration for their service to the Society. Any Board of Trustee member may be reimbursed for out-of-pocket expenses incurred on behalf of the Society, when approved in advance by the President. A written request, and receipts substantiating the expenditures, should be submitted to the President for approval and then to the Treasurer for reimbursement.

### **ARTICLE III COMMITTEES**

## EXECUTIVE COMMITTEE

The Executive Committee shall consist of the following officers:

- President
- President Elect
- Vice President
- Secretary
- Treasurer
- Publications Committee Chair

The President shall Chair the Executive Committee. The Executive Committee shall carry the prime responsibility for IWCS finance, planning and budgeting activities and for dealing with day-to-day operations of the society. The Executive Committee shall be charged with reviewing all matters brought before it by other Trustees or regular members of the Society. The Executive Committee will review the details of each request or recommendation and if possible, resolve it or gather more detail. Significant or contentious matters should be brought to the Board of Trustees for consideration and resolution by e-mail or virtual meeting. The Executive Committee shall inform the full Board of Trustees of items decided by the Committee at the next meeting of the entire Board of Trustees.

## NOMINATING COMMITTEE

When it becomes necessary to select a slate of candidates to elect the President-Elect and Vice President, the Nominating Committee will begin their search for candidates. This Committee shall be composed of the most recent four (4) immediate past presidents (living) with the most recent serving as Chair. The procedure for nominating candidates is defined in PR 09.

## PUBLICATIONS COMMITTEE

The Publications Committee shall consist of the Chair of the Publications Committee, Editor, Website Chair and preferably four (4) or more associate editors. The associate editors shall be chosen by the Publications Chair and will serve at the Chair's pleasure. They may be added and removed at any time for any reason. The Committee shall be responsible for overseeing the editorial aspects of preparing and publishing the *World of Wood* and the Society's website. The Publications Committee's Role and Responsibilities are defined in RR 11.

## ENDOWMENT FUND COMMITTEE

The Endowment Fund Committee shall consist of five (5) members. The standing Committee members shall be the Chair, Immediate Past President and the Treasurer. Two (2) non-Board of Trustee members shall be selected by the Chair with the approval of the other two standing members. Each member of the Endowment Committee shall serve without compensation or reimbursement for expenses associated with serving on the Committee. The Endowment Committee Chair's Role and Responsibilities are defined in RR 12. The Endowment Fund Operations Guidelines are defined in PR 10.

## OTHER COMMITTEES

The President shall have the authority to appoint permanent and ad hoc Committees and their Chairs as necessary with the advice and consent of the Board of Trustees.

## ARTICLE IV MEETINGS

### CORPORATE MEETINGS

A corporate meeting is defined as a meeting called by the President of the Board of Trustees.

A corporate meeting may be held anytime but must be held at least once per fiscal year. Any member may attend a corporate meeting but only Board Members may vote. Trustees are entitled to attend corporate meetings via electronic means. At least fourteen (14) days' notice shall be given to members. The notice shall set out the agenda. In the case of corporate meetings held electronically, any member wishing to be included must contact the President prior to the meeting date to be included on the meeting invitation distribution list. The President will maintain a list of members wishing to be invited, and will inform those members when a meeting is scheduled.

A quorum shall consist of a majority of the Board of Trustees including at least five (5) Regional Trustees and a minimum of three (3) members of the Executive Committee. Trustees may nominate a proxy if not attending in person/electronically. The proxy form shall be available, electronically or by mail, from the Secretary upon request and returned to the Secretary a minimum of one (1) week prior to the meeting.

## REGIONAL MEETINGS

Any Region may hold a regional meeting at any time. It is preferable that it be scheduled far enough in advance to be advertised in the *World of Wood* and the website. It is the Region's responsibility to inform the regional membership, President, Publications Chair and Webmaster. Net proceeds generated shall be handled per Article V of the Bylaws. A financial report shall be sent to the President and Treasurer.

## ARTICLE V FINANCIAL MANAGEMENT

All Society funds received or expended for any reason by a Local, Regional or International event must be recorded and reported to the IWCS Treasurer. That reporting should be preferably no later than two (2) months after the event, and at least on an annual basis by 01 May.

No member or group of members shall have the authority to financially obligate the Society in any way, unless such expenditure is part of an approved Regional or International budget. All expenditures beyond the total sum of the Regional budget must have prior Regional Trustee approval.

In the case of expenditures exceeding the approved International annual budget the President and sixty (60) percent of the Board of Trustees must give prior approval.

If the General Fund is at a level that the fund will be depleted, the Board of Trustees may transfer funds from the Endowment Fund to the General Fund to cover the anticipated expenditure/obligations. Those funds may or may not be required to be repaid to the Endowment Fund in accordance with Federal and state non-profit organization guidelines.

## REGIONAL FINANCIAL MANAGEMENT

IWCS Regions located both inside and outside the US are encouraged to organize meetings within their respective Regions. If income is generated in those meetings, they have an option of forwarding all proceeds and a financial summary to the President and Treasurer when the meeting is over. Or, the Regional Trustee will have the option to draw up an annual budget for the forthcoming year for their IWCS Region related activities. The Trustees for each of

the Regions will submit the budget and balance sheet to the President by 01 February. The Regions are to operate within their submitted and approved annual budget. All funds raised within such a Region are allocated to the Region's IWCS account each year. The IWCS President shall review each Region's budget and balance sheet annually. After that review the President will confer with the Regional Trustee if it appears that there are excess funds held by the Region that can be remitted to the Society's Treasury. This option may be reviewed as necessary from time to time by the IWCS Board of Trustees.

## **ARTICLE VI TERMINATION**

No asset of this corporation shall accrue to the personal gain or benefit of any individual person. In the event the Board of Trustees decides that the IWCS must be terminated it must be agreed to by a majority of at least a two thirds (2/3) affirmative vote of the Board of Trustees. The President shall then create a Committee to investigate options where the Society's remaining assets, after payment of all known obligations, shall be distributed. The committee shall be created in time that the Society's membership can be informed through the *World of Wood* and Website. The Committee to Terminate the IWCS suggestions are to be referred to a Corporate Meeting for decision. The receiving organization should be similar to the Society in accordance with IRS section 501(c)3 or equivalent incorporated association laws in respect to non-USA based regions.

## **ARTICLE VII VOTING**

Voting on Society business matters may be conducted in person, by email, postal mail or secure electronic means. The results of all Society business voting shall be kept by the Secretary.

## **ARTICLE VIII AMENDMENTS**

Any proposed changes to the Bylaws must be distributed to the Board of Trustees at least one (1) month in advance of the deciding vote being taken. The membership shall be notified of amendments approved by the Board of Trustees in the *World of Wood* and Website. Amendments must be approved by a minimum of two-thirds (2/3) vote of the Board. Ballots must be traceable to the Trustee by postal mail, email or in-person or electronic meetings. The Secretary shall record the results of all voting members.

All changes approved by the Board of Trustees shall be published in *World of Wood* sixty (60) days before such a change shall become effective. If ten percent (10%) or more of the membership objects to the Society's President in writing or by email to any change, then that objectionable Bylaw, or part of the Bylaw, shall not become effective. That part shall revert back to the Board of Trustees for further consideration and or modification.

## **ARTICLE IX REPLACEMENT**

These Bylaws, upon becoming effective, shall supersede and replace any and all Bylaws heretofore in effect.

Effective date of this revision: