

**The SUN CITY WOODWORKERS & MODELMAKERS GUILD BY-LAWS  
As Amended March 2023**

**ARTICLE I – GENERAL**

**Section A.** Name of Organization - Sun City Hilton Head Woodworkers & Modelmakers Guild, herein referred to as the "Guild."

**Section B.** The purpose of the Guild is to provide an organization that enables an array of interests that relate to woodworking and modelmaking, to offer opportunities to build and construct a variety of personal and community projects and to share common interests.

1. The Guild convenes regular meetings of common interest, specific clinics and workshops that relate to the various group interests, scheduled group work sessions, field trips, and other related activities.
2. Within its mission, the Guild seeks to perform various projects that serve the Sun City community and its residents.
3. Instruction on the safe operation of tools and equipment and personal behavior while in Guild facilities or while engaged in Guild-related activities, is an important part of the purpose of the Guild and its activities.

**Section C.** These By-Laws comply with the Association's Governing Documents (AGD), and Chartered Club Rules and Procedures (CCR&P Revised 01/2023). In the event of a conflict between these By-Laws and the AGD or the CCR&P, the AGD or the CCR&P will prevail.

**Section D.** This Organization shall be operated as an all-volunteer, nonprofit association in accordance with applicable statutes and the AGD.

**Section E.** Sub-groups, special interest groups, chapters, etc. may be formed as needed per CCR&P 2.2B and must follow these rules and procedures along with the Guild's Operation Manual.

**ARTICLE II - MEMBERSHIP**

**Section A.** Membership shall be open to all Community Association (CA) members in good standing without discrimination as to race, religion, color, gender, ethnic culture, or national heritage. Members are required to present member activity cards when joining the Guild and at each membership renewal.

**Section B.** There shall be no precondition for membership. If a particular skill is required, the Guild will provide instructions to prospective members. Members cannot be required to join any national, state, or regionally affiliated organization.

**Section C.** The Woodworkers and Modelmakers Guild is open only to residents of Sun City Hilton Head. Guests may be either resident guests or non-resident guests. Resident and non-resident guests are welcome to attend one general membership meeting. Resident guests are limited to three general membership and/or coffee meetings before mandatory membership. Non-members are not allowed unescorted access to Guild facilities at any time or to operate any power or hand tools while in Guild facilities.

**Section D.** Dues shall be payable by all members annually for the calendar year, January 1<sup>st</sup> to December 31<sup>st</sup>. Dues will be set by the Board of Directors as needed and presented to the membership to be approved by a majority of those members present. See Article IV Section C for quorum requirements.

**Section E.** Clubs must have internal intervention procedures noted as a part of their process in their by-laws (see CCR&P 3.1C). Should that step fail to resolve the concern and outside intervention and confidentiality are required, the following procedures will be followed:

1. All issues should first be discussed with the club's Executive Board prior to submitting this form.
2. A written complaint should be filed on Form CC 130, "Request for Chartered Club Problem Resolution," by a Club Board Member or the Executive Board to address a club issue that needs to be resolved.
3. This form is to be completed and returned to Lifestyle Services and as designated by CA.

**Section F.** A member who uses Guild facilities and equipment to make items for sale to generate personal profit will appropriately compensate the Guild and the Community Association.

### **Article III – OFFICERS**

**Section A. Executive Board and Board of Directors** - The Executive Board (EB) is the governing body of the Guild. The Executive Board is comprised of the President, Vice President, Secretary, and Treasurer. There are also five Members at Large (MAL) herein referred to as "Directors." The President assigns the roles and responsibilities to the Directors. The Executive Board and the five Directors are herein referred to as the "Board of Directors." Only the members of the Executive Board are Officers of the Guild.

The Executive Board is the primary interface with the Community Association (CA). The Executive Board can make decisions that affect the Guild including but not limited to policy strategies, decisions on confidential matters, and crucial decisions that need to be made quickly. Further, the Executive Board will inform the Board of Directors of these decisions and a vote taken if needed.

The Immediate Past President will be a Special Advisor to the President with no voting privileges. This appointment will be as an Administrator on the Board of Directors. If the Immediate Past President decides not to continue as a Special Advisor at any time, the President may appoint any member in good standing to fill the vacancy with the approval of the Board of Directors. This appointment will be as a Member-at-Large and sit with the Board of Directors but with no voting privileges.

Any one member may not hold more than one position on the Executive Board. No two members of the same household may serve on the same Board of Directors.

**Section B.** The Board of Directors shall be elected by a vote of the general membership. Members of the Board of Directors shall serve without compensation. The newly elected members of the Executive Board shall, within 14 business days, attest that they have read

and understand and will abide by the Guild's By-Laws and the CCR&P by signing the New Officer form CC50 and forwarding it to Lifestyle Services.

**Section C.** Members of the Board of Directors will be elected at the November business meeting, and shall serve for one year, beginning January 1<sup>st</sup> to December 31<sup>st</sup>. Elected members of the Board of Directors may run for reelection with the exception of the President who may only serve for two consecutive terms in that capacity. All other Executive Board and Members-at-Large/Directors may serve for any number of years if reelected each year.

1. President (EB): Shall preside at all meetings and consult with other members of the Board of Directors and/or the membership on all matters of concern to the Guild. The President may assign one or more major responsibilities to the Members-at-Large/Directors or any member of the Executive Board.
2. Vice-President (EB): Shall preside at meetings in the absence of the President and assist the President whenever necessary. The Vice-President shall also have responsibilities as assigned by the President.
3. Secretary (EB): Shall record minutes of all Board of Directors meetings and formal membership meetings. The Secretary performs administrative duties as appropriate.
4. Treasurer (EB): Keeps all financial records, collects dues, establishes a checking account, and maintains a current membership list.
5. Members-at-Large/Directors: Each Director shall have such powers and duties as generally pertain to their respective offices. They may be assigned major responsibilities i.e., SIG liaison, training, membership, maintenance, community relations, and other duties as determined by the President. They may also take on other responsibilities when necessary, with approval of the Board of Directors.
6. In the absence of the President and the Vice-President, the Treasurer shall preside at all meetings and have other responsibilities as assigned by the President.
7. Uphold the By-Laws of the Guild.
8. Work to achieve the purpose of the Guild.
9. Attend regular Board of Directors meetings.
10. Make decisions and take actions that are in the best interest of the Guild.

**Section D.** All members of the Board of Directors will be elected by the Guild's general membership in the 4<sup>th</sup> Quarter of the year. The new Executive Board officers shall attest they have read, understand, and will abide by the Guild's By-Laws and the CCR&P's by signing the New Officers form CC50 and forwarding it to Lifestyle Services by December 1<sup>st</sup>. The one-year term for the Board of Directors shall commence January 1<sup>st</sup> and terminate December 31<sup>st</sup>.

1. A nominating committee consisting of no less than three Guild members including a committee chair shall be appointed by the President. The nominating committee shall present the proposed slate of Officers and MAL/Directors at the Guild's general membership meeting in 4<sup>th</sup> Quarter of the year. Nominations may be made from the membership following the report from the nominating committee.
2. The Board of Directors shall be elected by a majority vote at the Guild's general membership meeting in the 4<sup>th</sup> Quarter of the year. Voting may be by a show of hands if uncontested and/or may be by secret ballot if more than one member is running for

the same office. An electronic vote can also be made if necessary due to special circumstances.

**Section E.** Meetings of the Board of Directors shall be held monthly or at the discretion of any member of the Board of Directors. A quorum shall consist of at least 51% of the Board of Directors members.

**Section F.** Voting shall be by majority agreement. A quorum shall consist of at least 51% of the Board of Directors members. Electronic voting requires a 51% agreement of all Board of Directors members present if it takes place outside a regularly scheduled Board of Directors Meeting or a special meeting.

**Section G.** If an office becomes vacant, interim appointment to fill the unexpired term shall be made by the President with the approval of the Board of Directors.

**Section H.** Written notice of a proposed recall shall be given to members at least two weeks prior to any meeting called for such a purpose. An officer shall be removed from office by a majority vote of the membership present at such a meeting. The vote shall be by secret ballot.

**Section I.** All Board of Directors members, upon retiring from office, shall deliver to their successor all records, historical information, role-related documents and processes, and other property belonging to the Guild.

#### **ARTICLE IV - MEMBERSHIP MEETINGS**

**Section A.** Types and Frequency of Meetings - General membership meetings may be held quarterly with a minimum of two meetings required during the year. Special meetings may be called by the Board of Directors. All meetings require either written or electronic notice to all members at least two weeks prior to the meeting.

**Section B.** Procedures not covered by these By-Laws shall be governed by Robert's Rules of Order. See Appendix C in the CCR&P, Parliamentary Procedures.

**Section C.** Quorum - A quorum at a regular or special meeting shall consist of a minimum of 10% the Guild's members at that time. (Refer to CCR&P Appendix B, Article IV, Section C).

**Section D.** Unless otherwise stated in these By-Laws, a majority vote, by show of hands (unless a secret ballot is requested) or by Electronic Vote, shall be considered the will of the Guild. In all cases, a quorum of 10% is required as specified in CCR&P Appendix B, Article IV, Section C.

**Section E.** Intervention Procedures - If the Executive Board cannot resolve problems within the board members of the Guild, then a CC130 shall be sent to Lifestyle Services via email. If an issue arises with the Guild membership, the Guild member should bring the issue to the Guild's Executive Board. If a problem arises with a member in a sub-group it should be dealt with within the sub-group. If it cannot be dealt with within the sub-group it shall come to the Guild's Executive Board.

**Section F.** Members may be required to present their CAM-issued activity cards when accessing Guild facilities and must display Guild-issued badges, at all times.

## **ARTICLE V – FINANCIAL**

**Section A.** Financial records shall be maintained for a period of seven (7) years. These records shall remain under the custody and control of the current Treasurer.

**Section B.** Dual signatures are required on all checks over \$500. Electronic payments require two signatures on invoices. All expenditures shall be paid by check from the Guild's checking account regardless of the amount. All activities that involve financial transactions shall operate within the budget approved by the Board of Directors and the general membership. The Treasurer or, in the Treasurer's absence, an Executive Board Officer and one other Executive Board Member, may approve non-budgeted expenditures of up to \$1500 per transaction. Non-budgeted expenditures exceeding \$1500 require a budget amendment approved by unanimous vote of the Board of Directors available to vote in person or through electronic means. The vote of a minimum of three members of the Board of Directors is required.

**Section C.** If any financial transactions take place within the Guild, the records must be certified on an annual basis by an individual(s) other than those elected to the executive board or their immediate family. The results of the certification (i.e., Form CC90) shall be presented to the general membership and duly recorded in the applicable minutes of the meeting at which presented. If there are special interest or music interest groups, their CC90 must be consolidated into the CC90 of the chartered club. See CCR&P 4.1B

**Section D.** Responsibility for Cash and Inventory Control may be designated to one or more officer(s) by the Guild Treasurer. The financial records shall include:

1. A record of all moneys collected and dispersed into the Guild's checking account.
2. An annual membership list (Form CC20).
3. An annual inventory of all high value equipment and furniture (Form CC95).
4. An annual financial report based on a calendar year (Form CC90) shall be submitted to the general membership and to Lifestyle Services.

## **ARTICLE VI – ADMINISTRATORS & COMMITTEES**

### **Section A. Administrators**

1. Administrators may be created, as the President deems necessary, to promote the objectives and carry on the work of the Guild. They are integral to the daily operation of the woodshop.
2. The President may appoint Administrators, which may include but not be limited to a Shop Administrator, a Guild/Community Relations Administrator, a Safety Administrator, and a Maintenance Administrator. The President must inform the Board of Directors and the membership of such appointments.
3. All Administrators shall have written mission statements. Such mission statements shall be presented to the membership and included in the Operations Manual. Since Administrators are integral to the operation of the shop, they sit with the Board of Directors but do not have voting rights and cannot propose motions.

**Section B: Committees**

1. Committees may be created, as the Executive Board deems necessary to promote the objectives and carry on the work of the Guild.
2. The President will appoint committee chairs, which may include Finance and Nominating and inform the membership of such committees and appointed chairs.
3. All standing committees shall have written mission statements. Such mission statements shall be presented to the membership.

**ARTICLE VII – BY-LAWS REVISIONS**

**Section A.** Guild members shall be notified in writing of any meeting to amend the By-Laws and such notice shall be given a minimum of two weeks prior to that meeting.

**Section B.** The Guild’s Executive Board drafts and the Board of Directors agrees on proposed By-Laws revisions. A complete copy of the By-Laws (with proposed revisions) will be submitted to the Lifestyle Services Director for preliminary approval prior to any vote by the Guild’s general membership. For By-Law revisions, the Guild requires a majority vote of the general membership present at a meeting duly called for such a purpose, a quorum being present, and required notice being given. Upon approval by the Guild’s general membership, the President will sign the revised By-Laws and submit the signed By-Laws to the Lifestyle Services Director for final approval.

**ARTICLE VIII – DISSOLUTION**

Prior to Guild dissolution, and after all debts are satisfied, all property and assets under Guild control shall be documented and physically relinquished to the Community Association through the Lifestyle Services.

*(Handwritten initials in a circle)*

*Timothy A. Draayom*  
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Timothy Draayom

**PRESIDENT FOR THE GUILD**

*Kayla O'Quinn Holmes*  
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Kayla O'Quinn Holmes

**DIRECTOR OF LIFESTYLES SERVICES**

**FOR THE COMMUNITY ASSOCIATION**

*3/2/2023*  
\_\_\_\_\_  
Date

*3/4/23*  
\_\_\_\_\_  
Date