

METRO CARVERS of MICHIGAN, INC.

BYLAWS

ARTICLE I. NAME

Section 1: The name of this corporation is **Metro Carvers of Michigan, Inc.**

Section 2: The principle office of the corporation shall be located in southeastern, Michigan.

Section 3: Other offices and facilities for conducting the corporation's affairs shall be located at such places as the Board of Directors may determine from time to time.

ARTICLE II. PURPOSE

The purpose of the **Metro Carvers of Michigan, Inc.** is to promote wood carving or shaping and share knowledge in the artistic use of wood through meetings, shows, competition, discussions, workshops, and other opportunities.

ARTICLE III. MEMBERS

Section 1: **Membership in Metro Carvers of Michigan, Inc.** shall be open to anyone sixteen (16) years or over interested in wood carving, sculpting, wood burning, shaping and the related arts.

Section 2: Membership shall be recognized by the payment of dues. Each membership includes a carver and participating spouse with both being eligible to vote.

Section 3: Membership is forfeited by non payment of dues or by vote of the Board of Directors for activities detrimental to the best interest of the corporation.

ARTICLE IV. OFFICERS

Section 1: Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. Officers must be members of the Corporation.

Section 2: All officers shall be elected by the membership at the annual meeting in May for one year term.

Section 3: President shall be the Chief Executive Officer of the Corporation and also be chairperson of the Board of Directors. The president shall preside at meetings of the membership and Board of Directors. The President shall appoint all committees and their chairpersons. The President shall perform other duties as directed by the Board of Directors. President has the option of spending (\$100) dollars maximum without Board approval.

Section 4: Vice President shall have the powers and duties of the President in the absence or disability of the President. The Vice President shall have general administrative duties as assigned by the Board of Directors.

Section 5: Secretary shall prepare and preserve minutes of all meetings of the Board of Directors, send notices to members and Directors, correspond on behalf of the Corporation and shall have other duties as assigned by the Board of Directors.

Section 6: Treasurer shall have custody of the funds of the Corporation and be responsible for disbursement of its monies. Funds of the Corporation shall be deposited in such banks or financial institutions as designed by the Board of Directors.

The Treasurer shall issue checks on receipt of properly authorized vouchers, in the amount stated, and not in excess of the funds available for the purposes.

The Treasurer shall keep, or cause to be kept, books of account showing the character and value of Corporation property and funds. Such books shall at all times be open to inspection by the Board of Directors and members.

The accounts of the Treasurer may be audited by an auditor not connected with the Corporation as directed by the Board of Directors.

The Treasurer shall make a report of the accounts for the past fiscal year at the annual meeting.

The Treasurer shall keep, or cause to be kept, a complete roll of the membership of the Corporation.

Section 7: Show Chairperson is appointed by the Board of Directors. Show Chairperson shall be responsible for organizing and producing an annual Metro Carvers Show. This responsibility includes the appointment of committees, control of expenses, and direction of the show. The Show Chairperson shall make status reports to the Board of Directors.

Section 8: Vacancies in offices shall be filled by appointment by the Board of Directors for the unexpired term but not to exceed ten months.

ARTICLE V. DIRECTORS

Section 1: The Board of Directors shall be responsible for the overall policy and operation of the corporation and for carrying out the purpose of the corporation subject only to limitations imposed by law, the articles of incorporation and these bylaws. Directors must be members of the corporation.

Section 2: The Board of Directors shall be composed of five Directors plus the Officers. Three Directors shall be elected one year and two Directors the next year always maintaining a membership of five members. They will continue to serve a two year term of office until their successors are elected and installed.

Section 3: The Board of Directors shall meet as often and at such dates and places as specified by its resolution. Special meetings of the Board of Directors may be called by the President, the Secretary or at request of two Directors.

Section 4: A simple majority of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board of Directors and a

majority of said quorum shall have full power to decide any question coming before such meeting. In case of a tie, President will have deciding vote.

Section 5: To provide continuity, the Board of Directors may invite the immediate past President to serve on the Board for one year in an advisory capacity.

ARTICLE VI. FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VII. GENERAL MEETINGS

Section 1: General membership meetings shall be held at the times and places set by the Board of Directors.

Section 2: The May general meeting shall be the annual meeting for election of Officers and, Directors.

Section 3: Members present at the general meeting will constitute a quorum.

ARTICLE VIII. DUES

Membership dues shall be set by the Board of Directors and approved by the general membership.

ARTICLE IX. ALTERATION OF BYLAWS

Except as provided by law, the bylaws may be altered, amended or repealed, and new bylaws adopted at the annual, general or special meeting of the Corporation. Such alterations shall be made upon notification of the membership in writing one month prior to the meeting and with an affirmative vote by the membership.

ARTICLE X. COMPENSATION

No officer or Director shall receive compensation for services rendered. The Board of Directors may authorize payment for expenses incurred for the benefit of the Corporation.

ARTICLE XI. INDEMNIFICATION

To the maximum extent permitted by the law, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he/she is Director, Officer, employee or agent of the Corporation against expenses (including attorney's fees) Judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, sit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be or not opposed to the best interests of the

Corporation and with reasonable cause to believe his/her conduct was lawful.

ARTICLE XII. INSURANCE

The Board of Directors shall purchase insurance and maintain insurance to protect the Corporation and the Officers, Directors and members against liability claims by third parties in amounts deemed appropriate by the Board of Directors.

ARTICLE XIII. DISSOLUTION

In the event of involuntary dissolution or by a two thirds vote of the membership, the assets of the Corporation will be distributed to the then existing members and creditors according to section 855 of the Michigan Non Profit Corporation Act (MCLA 450.2855). Specifically all liabilities and obligations of the corporation shall be paid and discharged, or adequate provisions shall be made therefore. All other assets not subject to conditional conveyance are to be distributed in equal portions to the members of record at the date of dissolution.

I, the duly acting Secretary of METRO CARVERS OF MICHIGAN, INC., certify that the foregoing bylaws are true and accurate copy of said

Organization's bylaws, which were adopted at regular meeting of the membership on October 10, 1989

Bylaws were amended and approved by membership on 9/19/2006

Amended bylaws were put into a Microsoft Word document on 9/27/2010
by Harold Green

Harold Green, Secretary