

**BYLAWS
OF
GREENVILLE WOODWORKERS GUILD, INC.**
Amended May 6, 2013; effective date: September 9, 2013

**ARTICLE I
NAME AND OFFICES**

1.1. Name. The name of the corporation is Greenville Woodworkers Guild, Inc.

1.2. Principal Business Office. The principal business office of the corporation shall be located within the State of South Carolina at 209 Holly Ridge Drive, Greenville, South Carolina 29607, or at such other location as the Board of Directors of the corporation (the "Board") may designate. The Board may change the location of the principal business office from time to time in accordance with Section 33-31-505 of the South Carolina Nonprofit Corporation Act of 1994, as amended from time to time (the "Act"). The corporation may have such other offices, either within or outside of the State of South Carolina, as the Board may designate or as the business of the corporation may require.

1.3. Registered Office and Agent. The registered office of the corporation, as required by Section 33-31-501 of the Act, shall be the same address as that of the registered agent of the corporation. The registered agent shall be either an individual who is a resident of South Carolina, a domestic business or nonprofit corporation, or a foreign business or nonprofit corporation authorized to transact business in South Carolina. In the absence of a contrary designation by the Board, the registered office of the corporation shall be located at its principal business office, and the registered agent of the corporation shall be the corporation's President. The registered office or registered agent may be changed from time to time in accordance with Section 33-31-502 of the Act.

**ARTICLE II
PURPOSE**

The corporation is a nonprofit corporation organized under the laws of the State of South Carolina exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding section of any future federal tax code), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). The corporation may not engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of such purpose. Specifically, but without limitation other than as described in this paragraph and elsewhere in these bylaws, the corporation is organized for the purpose of encouraging cooperation and free discourse among woodworkers and others engaged in woodworking activities and advancing the crafts of woodworking, carving and other related skills for educational, artistic and charitable endeavors. As a non-profit organization, the corporation will serve educational, charitable and cultural programs.

**ARTICLE III
MEMBERS**

3.1. Membership Requirements and Fees. Membership in the corporation shall be open to all persons – 18 years of age or older – who support the purpose of the corporation and are in good standing with respect to payment of fees and observance of the published rules, regulations and policies of the corporation. Each member shall be required to pay an annual membership fee to the corporation in an amount fixed by the Board from time to time and approved by a vote of the members.

3.1.1 Life Members. Notwithstanding Paragraph 3.1, the Board may from time to time, by resolution, designate individual members as Life Members in recognition of extraordinary service to the corporation. Life Members shall have all rights and privileges of membership. Life Members are exempt from payment of the annual membership fee. The number of Life Members shall not exceed fifteen at any time.

3.1.2 Honorary Members. Notwithstanding Paragraph 3.1, the Board may from time to time, by resolution, designate non-members as Honorary Members in recognition of service to, or support of the corporation. Honorary Members have all rights and privileges of membership except the voting privilege and election to office. Honorary Members are exempt from payment of the annual membership fee.

3.1.3 Family Members. Family members of, and living in the same household as, a regular member or a Life Member and at least 18 years of age may request registration as a member with full member privileges by submitting an application for membership and payment of an application fee established by the Board of Directors.

3.2. Regular Meetings of Members. Monthly meetings of the members of the corporation shall be held at such location within the State of South Carolina as may be designated by the Board. Monthly meetings shall be held for the transaction of such business as may be brought before the meeting on the first Monday of the month, except that, if the first Monday of a month conflicts with a holiday, the meeting for that month will be held on the second Monday of the month. The time of monthly meetings shall be set by the Board. An annual meeting of the members of the corporation shall be held at the time of and in conjunction with the May monthly meeting each year. The annual meeting shall be held at a location within 25 miles of Greenville, South Carolina. The purpose of the annual meeting shall be the election of the Board and certain officers of the corporation and the transaction of such other business as may be brought before the meeting.

3.3. Additional and Special Meetings of Members. Additional and special meetings of the members of the corporation may be held at such location within the State of South Carolina, whenever called as provided in Section 3.4 by the President, by the Board of the corporation or by members representing twenty percent of the membership entitled to vote.

3.4. Notice of Meeting. Notices of any meetings may be in writing (including by inclusion of such notice in any newsletter or other publication of the corporation), or by telephonic or electronic message, shall state the date, time and place of meeting and shall be mailed or delivered by the Secretary of the corporation, or by any person assisting the Secretary or another person designated by the Board, to each member of record at the member's last known address or, if by telephonic or electronic message, to the member's last known telephone number or electronic address. The notice of each annual meeting shall be mailed or delivered not fewer than five days nor more than sixty days prior to the date set for such meeting. The notice of any additional or special meetings shall be mailed or delivered not fewer than one day nor more than thirty days prior to the date set for such meeting, and the notice shall indicate the purpose or purposes of the additional or special meeting.

3.5. Quorum. At any meeting of the members, twenty percent of the members entitled to vote, present in person or represented by proxy, shall constitute a quorum of the membership for all purposes. If a quorum is not present, the meeting may be recessed by the presiding officer at the time such meeting was set, and such recess shall be sufficient notice of the time and place of the recessed meeting. The members present at a duly organized meeting

at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.6. Organization. The President, or, in the President's absence, the Executive Vice President or a Vice President, shall preside over all meetings of members, and the Secretary shall act as Secretary at all meetings of the members; provided, however, in the Secretary's absence, the President may appoint a Secretary for the meeting of the members.

3.7. Voting. Each member shall have the right to one vote on each matter submitted to a vote at a meeting of members. The vote of a majority of the members present at a duly called meeting of members at which a quorum is, at the beginning of the meeting, present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the articles of incorporation of the corporation or these bylaws. Cumulative voting shall not be allowed. The President (or other presiding officer) shall preside and shall not vote unless necessary to resolve a tie vote.

3.8. Voting by Proxy. The vote allocated to a member may be cast pursuant to a dated written proxy signed by the member for a given meeting or for a period of time covering more than one meeting. A member may not revoke a proxy except by appearing and voting at a meeting for which the proxy was submitted in person or by written notice delivered to the President prior to such meeting of the corporation. A proxy not designated for only one meeting terminates one year after its date, unless it specifies a shorter term.

3.9. Waiver of Notice. Any member may, at any time, waive notice of any meeting of members in writing, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the members shall constitute a waiver of notice by the member of the time and place thereof, except when a member attends a meeting for the express, limited purpose of objecting to the transaction of any business because the meeting was not lawfully called. If all the members are present at any meeting of the members, no notice shall be required to have been given and any business may be transacted at such meeting.

ARTICLE IV BOARD OF DIRECTORS

4.1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board. The Board shall have the responsibility to assure that the corporation and its membership is acting in accordance with the purposes of the corporation set forth in Article II of these bylaws and may take such action within its general powers to protect and preserve those purposes.

4.2. Number of Directors; Composition of Board. The number of Directors that constitute the Board shall be thirteen, and the Board shall be composed of the following:

(a) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as President;

(b) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Executive Vice President;

(c) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Secretary;

(d) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Treasurer;

(e) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Vice President – Communications;

(f) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Vice President – Educational Activities;

(g) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Vice President – Charitable Projects;

(h) one Director shall be the person then serving, and elected in accordance with Article V of these bylaws, as Vice President – Fund Raising;

(i) one Director shall be the person then serving, and appointed by the President (with the approval of the Board), as Guild Accountant;

(j) one Director shall be the person then serving, and appointed by the President (with the approval of the Board), as Education Center Superintendent; and

(k) three Directors At Large shall be individuals elected by the members at their annual meeting held in May of each year.

4.3. Tenure of Directors. Except as otherwise provided by these bylaws, each Director elected at an annual membership meeting shall serve for a one year term starting at the beginning of the next fiscal year, on September 1, or until the Director sooner dies, resigns, is removed or becomes disqualified. There is no limit on the number of terms that an individual can serve as a Director.

4.4. Removal and Resignation of Directors. A Director may resign at any time by delivering written notice to the Board, its presiding officer, or to the President or Secretary. A resignation is effective when the notice is effective unless the notice states a later date. If a resignation is made effective at a later date, the vacancy may be filled before the effective date so long as the successor does not take office until the effective date. Subject to any requirements of Section 33-31-808 of the Act, the Board may remove a Director at any time with or without cause by a vote of seventy-five percent of all Directors in office providing that a one week notice of intent to consider such removal is given to the Director. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of a Director shall not of itself create contract rights.

4.5. Vacancy on the Board. A vacancy on the Board shall be filled by an individual appointed by the President with the approval of the Board. Individuals filling vacancies shall hold office for the remainder of the relevant term.

4.6. Action Without a Meeting. Action required or permitted by the Act to be taken at a Board' meeting may be taken without a meeting if the action is assented to by all members of the Board. The action may be evidenced by one or more written consents describing the action

taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action evidenced by written consent under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a vote taken at a duly called meeting and may be described as such in any document.

4.7. Committees. From time to time the Board, by a resolution adopted by a majority of the entire Board, may appoint any committee or committees for the purpose of delegating, to the extent lawful, such powers of the Board in the general management of the business and affairs of the corporation as the Board may determine, or for the purpose of assisting the Board in the exercise of those powers, in each case, as specified by the Board in the resolution of appointment. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business. Each committee shall keep regular minutes of its meetings and report the same to the Board upon request.

4.8. Regular Meetings. Regular meetings of the Board shall be held at such time and place as may be determined by the Board. Any or all Directors may participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a regular meeting by this means is deemed to be present at the meeting.

4.9. Special Meetings. Special meetings of the Board may be called by or at the request of the President or at least twenty percent of the Directors then in office. The person(s) authorized to call special meetings of the Board may fix any location within the State of South Carolina as the place for holding any special meeting of the Board. Any or all Directors may participate in a special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other simultaneously during the meeting. A Director participating in a special meeting by this means is deemed to be present at the meeting.

4.10. Call and Notice of Meetings. Regular meetings may be held without notice, other than a resolution of the Board fixing the date, time and place of such meeting. Special meetings of the Board must be preceded by at least two days' notice to each Director of the date, time, and place of the meeting. An action by the Board to remove a Director is not valid unless each Director is given at least seven days' written notice that the matter will be voted upon at a Directors' meeting, or unless notice is waived. The President, the Secretary or at least twenty percent of the Directors then in office may give notice of a meeting of the Board.

4.11. Waiver of Notice. A Director may waive notice of a meeting. The waiver must be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director objects to lack of notice and does not thereafter vote for or assent to the objected to action.

4.12. Quorum and Voting. Unless otherwise provided, a quorum of Directors consists of majority of the Directors in office immediately before a meeting commences. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board. A Director who is present at a meeting of the Board when corporate action is taken is considered to have assented to the action taken unless:

- (a) the Director objects at the beginning of the meeting to holding the meeting or transacting business at the meeting;
- (b) the Director votes against the action and the vote is entered in the minutes of the meeting;
- (c) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (d) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a Director who votes in favor of the action.

4.13. Compensation. No Director shall receive compensation for any services that the Director may render to the corporation. However, with the prior approval of the Board, (a) any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties and (b) any Director may be paid for special demonstrations or services (outside the regular duties of the Director to the corporation) performed by the Director for the corporation.

ARTICLE V OFFICERS

5.1. Enumeration. The elected officers of the corporation shall be: a President, an Executive Vice President, Vice President – Communications, Vice President – Educational Activities, Vice President – Charitable Projects, Vice President – Fund Raising, a Secretary and a Treasurer. Each of these elected officers (the "Elected Officers") shall be members of the corporation and, as set forth in Section 4.2 of these bylaws, shall serve as members of the Board during their tenure as Elected Officers. The appointed officers of the corporation shall be: Guild Accountant and Education Center Superintendent. Each of these appointed officers (the "Appointed Officers") shall be members of the corporation and, as set forth in Section 4.2 of these bylaws, shall serve as members of the Board during their tenure as Appointed Officers. The same individual may not simultaneously hold more than one office in the corporation. There is no limit on the number of terms that an individual can serve as an officer.

5.2. Powers. Subject to law, the articles of incorporation of the corporation and to the other provisions of these bylaws, each officer shall have, in addition to the duties and powers described in these bylaws, such duties and powers as are commonly incident to the office and such additional duties and powers as the Board may from time to time designate.

5.3. Election and Tenure of Officers.

5.3.1 Election and Tenure of Elected Officers. The members, at their annual meeting in May of each year, shall elect the Elected Officers. The individuals will serve as Elected Officers for a one year term starting at the beginning of the next fiscal year, on September 1, or until the Elected Officer sooner dies, resigns, is removed or becomes disqualified. A vacancy in an elected office shall be filled by an individual appointed by the President with the approval of the Board, and the duration of such appointment shall be for the remainder of the term.

5.3.2 Establishment or Elimination of Appointed Officer Positions. The Board may from time to time establish one or more new Appointed Officer positions and/or eliminate one or more existing Appointed Officer positions. Any such action shall require a Board resolution that describes the newly established Appointed Officer position or identifies the eliminated Appointed Officer position, as applicable. The resolution also shall specify the amendments to these bylaws that are required to effect such action, and those amendments shall be submitted to the members for approval in accordance with Article XI of these bylaws.

5.3.3 Tenure of Appointed Officers. The President, with the approval of the Board, shall appoint individuals to vacant Appointed Officer positions. Each Appointed Officer (including any individual appointed to a newly established Appointed Officer position in accordance with Section 5.3.2 of these bylaws) shall be a member of the corporation and shall serve as a member of the Board during his/her tenure as an Appointed Officer. Each Appointed Officer shall hold office as specified by the terms of the Appointed Officer's appointment, or until the officer sooner dies, resigns, is removed or becomes disqualified. Each Appointed Officer shall retain authority at the pleasure of the Board and may be removed from office at any time with or without cause.

5.4. Removal and Resignation of Officers. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a later date, the vacancy may be filled before the effective date so long as the successor does not take office until the effective date. The Board may remove an Elected Officer at any time with or without cause by a vote of seventy-five percent of all Directors in office providing that a one week notice of intent to consider such removal is given to the Elected Officer. The President, with the approval of the Board, may remove an Appointed Officer at any time with or without cause. Such removal of an Elected Officer or an Appointed Officer shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

5.5. President. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the Board, unless a chairman of the Board shall have been designated by the Board. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

5.6. Executive Vice President; Vice Presidents. The Executive Vice President, in the absence of a President or in the event of the President's death, inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President, and any Vice Presidents, shall have such duties and powers as shall be set forth in these bylaws or as shall be designated from time to time by the Board or by the President.

5.7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board and the Members in one or more books provided for that purpose; (b) ensure that all notices to be given under these bylaws are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of any seal of the corporation, see that it is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) when requested or required, authenticate any records of the corporation; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

5.8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board; (c) when in the absence of a President and a designated Vice President, perform the duties of the President; and (d) in general, perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board shall determine.

5.9. Compensation. No officer shall receive compensation for any services that the officer may render to the corporation. However, with the prior approval of the Board or the President, any officer may be paid for special demonstrations or services (outside the regular duties of the officer to the corporation) performed by the officer for the corporation.

ARTICLE VI INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.1. Indemnification of Directors. The corporation shall indemnify any individual made a party to a proceeding because the individual is or was a Director of the corporation against liability incurred in the proceeding to the fullest extent permitted by law.

6.2. Indemnification of Officers. The Board may indemnify and advance expenses to any officer of the corporation who is not a Director of the corporation and who is entitled, pursuant to Section 33-31-856 of the Act, to mandatory indemnification under Section 33-31-852 of the Act and to apply for court-ordered indemnification under Section 33-31-854 of the Act, in each case, to the same extent as a Director.

ARTICLE VII BOOKS AND RECORDS

The corporation shall keep correct and complete books and records, including (a) minutes of the proceedings of its members, Board and any committees of the Board, and (b) an updated record of the names and addresses of the voting members of the corporation. All books and records of the corporation may be inspected by any member (or the agent or attorney of any member) for any proper purpose at any reasonable time.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall end on August 31.

ARTICLE IX EMERGENCY BYLAWS

Unless the articles of incorporation provide otherwise, the Directors of the corporation may adopt, amend, or repeal bylaws to be effective only in an emergency, which is defined as when a quorum of the corporation's Directors cannot be readily assembled because of a catastrophic event. The emergency bylaws may provide special procedures necessary for managing the corporation during the emergency, including: (a) how to call a meeting of the Board; (b) quorum requirements for the meeting; and (c) designation of additional or substitute Directors. Corporate action taken in good faith in accordance with the emergency bylaws binds the corporation and may not be used to impose liability on a corporate Director, officer or employee. The provisions of the regular bylaws consistent with the emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends. A corporate Director, officer or employee is not liable for deviation from normal procedures if the conduct was authorized by emergency bylaws adopted as provided in this section.

ARTICLE X DISSOLUTION

A vote of seventy-five percent of the members of the corporation entitled to vote and a majority vote of the Directors then in office is required for dissolution of the corporation. Upon dissolution of the corporation, any assets remaining after payment of debts and owing at the time of dissolution shall be distributed to an entity or entities as directed by a majority of the Board. Assets shall be distributed for one or more exempt purposes within the meaning of section 501c(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 asset not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal business office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI AMENDMENTS

These bylaws may be adopted, amended or repealed by vote of a majority of the Directors then in office and by vote of a majority of the members present and entitled to vote, subject to any approval requirements of the articles of incorporation, these bylaws or the Act. A notice of a meeting of Directors or members at which bylaws are to be adopted, amended or repealed shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Attest: Adopted by the Board Resolution #2013-12

Attest: Approved by the Membership May 6, 2013