

AMERICAN MARQUETRY SOCIETY
(A Non-Profit Corporation)

BYLAWS

ARTICLE I

Name and Address

The Name of this non-profit corporation shall be: AMERICAN MARQUETRY SOCIETY. The official acronym shall be "AMS" and hereinafter references will be the AMS.

INCORPORATION ADDRESS: The address of the AMS is 1553 St. Clair Ave., St. Paul, MN 55105-2345

ARTICLE II

Purposes and Objectives

The AMS is organized exclusively for educational purposes, and its mission is to educate its members and the public about the art and craft of marquetry. This mission will be accomplished by

- A. Disseminating information about marquetry techniques and artistic considerations via a regularly published newsletter. Suggested educational standards, technical matters and questions of artistic expression will also be provided through Question and Answer information between members and acknowledged experts.
- B. Encouraging artistic esthetics through scheduled shows and exhibits, providing critiques as applicable to entrants requesting the same. Shows and exhibits may be national or be limited to a specific Chapter or region. Shows to display the members' work are encouraged and supported.
- C. Establishing an organization that provides a communications and a sounding board between members and existing and future marquetry Chapters. Information of any kind can be shared between Chapters and members using the Newsletter or communicated through the Board organization.
- D. Providing assistance to a local Chapter when they host an "open to all" event such as a show, symposium, or educational activity.
- E. Provide "hands-on" learning opportunities through the Chapter organization.
- F. Disseminating information about sources of material and equipment.
- G. Providing patterns directly from the AMS.
- H. Exposing the art of marquetry to the public.

Further, the AMS is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the AMS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the AMS shall be authorized and empowered to reimburse all reasonable costs incurred by AMS members for approved out-of-pocket costs and services rendered in response to a request by an officer or board member.

Notwithstanding any other provisions of these bylaws, the AMS shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Membership

Section 1

Qualifications: Any person engaged in marquetry or interested therein, may become a member of the AMS. He or she does not necessarily have to be actively practicing marquetry to become a member.

Section 2

Categories of Membership: There shall be only one category of membership, that being an “Individual Member”

An individual member is any one person who practices marquetry, either as a profession or as an avocation; or who may not be practicing marquetry and is simply interested in it.

Section 3

Membership Qualifications: A person may become a member by written application on forms provided by the AMS, accompanied by payment of one year’s dues plus the initiation fee, to the treasurer of the AMS. Dues are non-refundable.

Section 4

Membership Benefits: A current member is entitled to:

- A. The Newsletter. New members are to receive all publications for that year.
- B. Technical advice on problems he or she may encounter.
- C. Access to the national pattern library.
- D. Become an Officer or Board Member, or serve on any active committee.
- E. Exhibit at regional Chapter and National shows and exhibits subject to the rules of the specific show.
- F. Participate in other AMS supported events such as symposiums and educational activities.
- G. A copy of the Bylaws.
- H. Access to membership restricted pages on the AMS website.

ARTICLE IV

Fiscal Year

The fiscal year of the corporation shall begin January 1 of each calendar year.

ARTICLE V

Dues

Section 1.

Annual Dues: The annual (January 1 to December 31) membership dues shall be \$20.00 for United States addresses. The dues are \$23.00 for Canadian and Mexican members and \$25 for overseas members.

Section 2.

Initiation Fee: There shall be a \$5.00 initiation fee in addition to the membership dues for all new members. These funds are to be used to defray initial costs such as the “New Member Information Packet”, putting the person on the membership roll, Newsletter mailing list, and such.

Section 3

Delinquent Dues: All dues are due and payable by January 1 of each calendar year. Members failing to pay the annual dues by March 1 of that year shall be considered delinquent, and all privileges defined in Article III Section 4 shall thereby be suspended. Notification in writing of their delinquent status including suspension of privileges shall be administered by the Membership Officer. There shall be only one such notification.

Section 4.

Membership Reinstatement: A delinquent member or a member who has let his membership lapse may be reinstated without penalty by paying his or her annual dues for the year in which he or she wishes to be reinstated.

Section 5

Chapter Assistance: The Chapter in which the member is associated may collect annual AMS dues. Dues and other membership information including membership initiation shall be forwarded to the Treasurer by the officer designated by the Chapter, presumably the elected Board Member. Any member may interact directly with the AMS Treasurer without using Chapter assistance.

ARTICLE VI

Meetings and Communication

Section 1

No Meetings: Because the membership is scattered throughout the United States (and foreign countries, if applicable), meetings will not be held. The very large distances to even a central location make this prohibitive. However, members are encouraged to participate and be active in the Regional Chapters which are distributed throughout the United States. However, it is not required that a member be affiliated with a Chapter.

Section 2

Disposal of Business: Communications and business normally conducted at a membership meeting will be disposed of by the Officers or Board of Directors, whichever is applicable. The communication and action taken shall be printed in the Newsletter as applicable.

Section 3

Communication: It is noted that communication between members shall be encouraged through the news letter, by telephone, and/or by e-mail. The AMS responds to the needs of members either directly or through a Chapter. A Chapter is affiliated with the American Marquetry Society by appointing a Chapter member to the Board. The Board member is the primary communication link between a Chapter and the national organization.

ARTICLE VII

Board of Directors

Section 1.

Composition: Each member of the Board of Directors shall be an AMS member in good standing. Each Chapter is to appoint or elect one Board Member. A Chapter comes affiliated with the AMS by submitting the name of their Board Member to the officers and the other board members of the AMS.

Section 2.

Term of office: The term of office of the Directors shall be two years unless circumstance makes it advisable to extend the time of service.

Section 3

Vacancies: Vacancies shall be filled by the respective Chapter in which the vacancy occurred.

Section 4

Resignation: Any Board member may resign by giving written notice of his or her resignation to their Chapter President and to the Board of Directors or the President. Any reasons for the resignation need not be stated.

Section 5

Removal: Any Board member who becomes negligent in his or her duties may be removed from office by a two-thirds affirmative vote of the Officers and the remaining Board members.

Section 6

Duties and Responsibilities: Members of The Board of Directors are the primary communication link between their chapter and the national organization. It is the Board of Directors responsibility and duty as follows:

- A. Elect or appoint an Officer to fill an Officer vacancy.
- B. Ensure that each Chapter secretary sends a regular account of the Chapter's activities to the Newsletter Editor.
- C. Forward annual dues and membership data including initiation data of new members to the Treasurer. Alternately, this function may be done individually without the assistance of a Board member.
- D. Promote any persons interested in marquetry to become members with their Chapter and the AMS.
- E. Vote on any AMS business that comes before the Board of Directors.

Section 7.

Chairperson: The Chairperson of the Board is to be chosen by the other members of the Board and must himself or herself be a member of the Board. The Chairperson of the Board will coordinate or facilitate communication with all of the other Board members as needed to conduct the business of the Society. The chairperson will distribute voting material to the Officers and the Board members and will receive the results of the vote as appropriate. The Chairperson shall also maintain an overview of the Society and conduct whatever business is deemed desirable toward the growth of the AMS and furtherance of its goals. In addition, the Chairperson will coordinate with the President so that one of them will prepare and send a "welcome" packet of information to new members. Such a packet may be modified from time to time at the discretion of the President or Chairperson of the Board. Typically a packet may contain: 1. Letter of welcome. 2. Pattern library information. 3. List of suppliers and books on marquetry. 4. Copy of Bylaws, 5. Any other material that may be considered helpful to a person beginning marquetry or joining the Society.

Section 8

The Vote: In a voting situation, each member of the Board of Directors has one vote. All ties are decided by the Chairperson of the Board.

Section 9

Meetings: Because of the very large distances between Board members, no meetings will be held. Communication between Board members will be by letter, e-mail, and/or telephone. A group communication can be called by any Board member or Officer to initiate an item of business for discussion.

Section 10

Compensation: The members of the Board of Directors shall receive no salary or compensation for their AMS related duties.

ARTICLE VIII

Officers

Section 1

Officers: The officers of the American Marquetry Society shall consist of the following:

- A. **President** (Chief Executive Officer-CEO). Coordinates all efforts of the other Officers and members. The President will coordinate with the Chairperson of the Board so that one of them will prepare and send a "welcome" packet of information to new members. Such a packet may be modified from time to time at the discretion of the President or Chairperson of the Board. Typically a packet may contain: 1. Letter of welcome. 2. Pattern library information. 3. List of suppliers and books on marquetry. 4. Copy of Bylaws, 5. Any other material that may be considered helpful to a person beginning in marquetry or joining the Society.
- B. **Vice President:** Aids and assists any other Officer and ensures that offices are functioning in an appropriate manner. In the case of the death or the absence of the president, or of his or her inability from any cause to act, the vice president shall perform the duties of the office of the president.
- C. **Newsletter Editor:** Has the responsibility and authority to create the AMS newsletter. He or she may delegate authority to reproduce and mail the newsletter. The contents of the Newsletter are to be determined by the Editor who may incorporate suggestions from the Officers, Board, or Members. One objective shall be to keep it well formatted and informative. It may consist of:
 - a. Address label, membership information, woodworking shows, and a buy/sell column.
 - b. Chapter reports supplied by the chapter's secretary consisting of their programs and other activities.
 - c. Questions and Answers -- By Q and A Editor.
 - d. A pattern.
 - e. One or more articles if available.

All AMS Officers are required to submit an annual report and news worthy items as is applicable. The number of newsletters shall be quarterly plus supplementary issues if applicable. Whenever notified of a new member by the Membership Officer, the Newsletter Editor will distribute all newsletters and publications previously distributed for that year to the new member.

- D. **Membership Officer:** Responsibilities are:
 - a. Keep records of the current membership including Mailing address, phone number, and e-mail address if applicable, and other data deemed necessary for the success of this corporation.
 - b. Receive membership data from the Treasurer.
 - c. Furnish the updated membership list to the Newsletter Editor.
 - d. Whenever a new member joins the AMS, provide the name and address of the new members to the President or Board Chairperson, whoever distributes the New Member Information Packet, and to the Newsletter Editor so that back issues for that year can be sent to the new member.
 - e. Send notice, in writing, to any member that has become delinquent, that their privileges as a member are suspended. Include that they may become reinstated without penalty by paying their annual dues for the year in which he or she wishes to be reinstated.
 - f. Prepare an annual membership list for distribution to all members.
 - g. Chair the membership committee if applicable.
- E. **Treasurer:** He or she is the Chief Financial Officer - CFO.
 - a. Handles all financial matters. Makes all bank deposits and withdrawals.
 - b. Collects annual dues from members and initiates.
 - c. Transfers the membership data to the Membership Officer.
 - d. Furnishes the annual financial report to the members.
 - e. Furnishes any necessary financial information to the State or Federal Governments to comply with the tax or incorporation laws.

- F. **Pattern Librarian:** The Pattern Librarian can be an individual or a Chapter associated with the American Marquetry Society. Duties include:
- Maintain the pattern library.
 - Retain books, articles, videos, a copy of each newsletter, and such materials as pertain to marquetry and this society including the equivalent of secretarial reports.
 - Distribute patterns and other materials to members who request these materials if available within the library. If the requested materials are not within the existing library, the Pattern Librarian may acquire it.
 - Furnish a pattern and pattern library updates to the Newsletter on a regular basis as is appropriate.
 - Develop a new catalog when updates become too unwieldy.
 - Distribute these updated catalogs to each Chapter and, for a fee, to individual members upon their request.
 - Establish and collect nominal fees to cover the costs of duplicating and distributing materials. These financial transactions must be reported to the Treasurer on a regular basis and in a timely fashion for the annual report. This is a non-profit function and excesses or deficits are to be coordinated with the Treasurer.
- G. **Q and A Editor:** The Question and Answer Editor receives and answers member's questions. Submissions to be returned to the sender must be accompanied by return packaging and postage. Also provides a brief column for the Newsletter on a regular basis that may be in reply to questions, a historical item of interest, a photograph of a member's marquetry, or other topic.
- H. **Exhibition Chairperson:**
- May appoint a committee to assist in organizing a national show or exhibit.
 - Is responsible for establishing the rules.
 - Provide assistance and advice to Chapters in organizing local or regional shows.
 - Solicit chapters and groups to hold future national shows and maintain the schedule of upcoming AMS shows or exhibits.
- I. **Webmaster:** The Webmaster is responsible for the maintenance and content of the AMS web site. The Webmaster may appoint a committee to assist in these responsibilities.

Section 2

Term of Office: The term of office shall be a minimum of six months. There is no maximum term of office.

Section 3

Resignation: Any Officer may resign by giving written notice of his or her resignation to the President or Vice President and to the Chairperson of the Board of Directors. Any reasons for the resignation need not be stated. Submitting a resignation is the normal way of ending a term of office.

Section 4.

Vacancies: The Vice President may temporarily fill any vacancy. The Board shall elect a new officer to begin office on a permanent basis as soon as possible.

Section 5

Removal: Any officer who becomes negligent in his or her duties may be removed from office by a 2/3 vote of the remaining Officers and the Board of Directors.

Section 6

Appointments: As Officer vacancies occur, it is the duty of the Board of Directors to search the membership list for competent and willing replacements. It is the Board's responsibility to ensure that the vacancy is filled.

Section 7

Upon Termination: Upon termination of office, all materials pertaining to the office shall be transferred to the newly appointed Officer. There should be a smooth transition between an outgoing and incoming Officer.

Section 8

Duplication of Offices: An elected Officer may not hold more than one office, except on a temporary basis to fill a vacant office.

Section 9

Compensation: The Officers shall receive no salary or compensation for their AMS related duties.

ARTICLE IX

Committees

Section 1

Formation: The Board of Directors shall have the authority to appoint committees, and committee chairs as it shall deem advisable to conduct the work and activities of the corporation. The Board shall have the authority to suspend or discharge any appointed committees and committee chairs.

Section 2

Size: All committees shall consist of a chairperson and additional members as required. A member from each of the regional Chapters is eligible and is encouraged.

Section 3

Activities: Committees may address diverse activities such as: A. Membership Committee consisting of the Membership Officer and a representative from each of the regional Chapters. B. Computer Committee consisting of one person to update the NET and monitor applicable e-mail. C. A publicity committee. D. Any other activity best implemented by a committee which is beneficial to the corporation.

Section 4

Proposed Committee: Any member either at large or within a Chapter may submit a proposal to the Board for a committee to be created. Such a proposal must have:

A. A purpose. B. Scope of activity. C. Time frame.

Section 5

Reports: Committee reports shall be submitted to the corporation Officers, the Board Chairperson, or Newsletter Editor, whichever applies.

ARTICLE X

Amendments

These Bylaws may be altered or amended by the Officers and Board. This shall require a two-thirds affirmative vote by the Officers and the Board Members. All votes shall be in writing and mailed to either the President or the Board Chairperson, as stipulated in the voting instructions. The President or Board Chairperson shall compile the results of the vote and mail copies to all Officers, Board Members and Chapter Presidents. Any objection to the compiled vote must be made in writing to the President and Board Chairperson within 30 days after which time the amendment becomes effective. If an objection is received, then the President or Board Chairperson shall notify all of the Officers, Board Members and Chapter Presidents.

ARTICLE XI

Indemnification

Each person who has been, now is or shall hereafter be a member of the Board of Directors, an officer or committee member of the AMS shall be indemnified by the AMS to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting there from in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Association.

ARTICLE XII

Dissolution

By two-thirds affirmative vote of all the members of the Board of Directors and the Officers, the AMS may be dissolved. Upon the dissolution of the AMS, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the AMS, dispose of all assets of the AMS exclusively for the purposes of the AMS in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an order of the proper court, exclusively for such purposes or to such organization or organizations as said Court shall determine, which is organized and operated exclusively for such purposes. In no event shall the assets of the AMS be distributed to or inured to the benefit of any individual member.

Adopted June 1, 1997

Amended April 4, 2006