

IWCS CONSTITUTION

ARTICLE I. The name of this corporation shall be the International Wood Collectors Society.

ARTICLE II. The purposes for which this corporation is formed are:

1. To collect and disseminate all information considered pertinent and instructive to those interested in collecting and working with specimens of native and foreign woody plants.
2. To encourage others to become collectors and in the use of wood.
3. To assist in accurate naming and classification of specimens whenever the collector or craftsman cannot obtain the service from the source of the specimens.
4. To encourage the exchange of wood specimens upon an organized basis by members and others in all parts of the world.
5. To encourage the adoption of standard methods for wood-sample collecting. This shall include specimen sizes, numbering systems, authenticity, ratings and other details relating to standardization and improvement of individual collections.
6. To emphasize the importance of a uniform finished specimen size, 1/2" x 3" x 6" (15.3 x 7.7 x 1.2 centimeters), or a rough size should be applied to the sample collectors to provide enough stock to meet this requirement.
7. To cooperate with institutions, universities and schools in the augmenting of their scientific collections of herbarium specimens and woods, and to receive aid in the proper naming of specimens.
8. To encourage craftsmanship in wood and to furnish sources of information and supply to those who work with wood.
9. To take any other action necessary or appropriate to facilitate or carry out the aforesaid purposes.

ARTICLE III. This corporation shall not be for profit and no part of its assets shall ever inure to the benefit any one or more of its members.

ARTICLE IV. This constitution may be amended at any corporate meeting of the Society by a two thirds (2/3) vote of the members present in person or by proxy provided, however, that written notice of any such meeting shall be sent by first-class mail to the last known address of each member as shown on the records of the Society at least thirty (30) days prior to the date set for the meeting.

IWCS BYLAWS

ARTICLE I. MEMBERSHIP

(As of February 1, 2008)

A person or institution that has been accepted for membership will be a member in one of the following classifications:

1a **REGULAR MEMBER:** Anyone interested in wood and the aims of the Society is eligible upon payment of dues. A husband and wife paying one regular membership shall receive one (1) copy of the *World of Wood* journal per family, but each has full membership privileges and obligations. If either member passes on, then the remaining person would become a Regular Member if he or she wishes to remain associated with the Society.

1b **STUDENT MEMBER:** Anyone who is actively enrolled as a full time student in a recognized educational institution is eligible upon payment of Student dues

2. **LIFE MEMBERS:** A member who has paid the necessary fees to be so categorized. They have paid-up membership for life. They shall have all privileges given regular membership.

3. **CHARTER MEMBER:** A Charter Member shall have been a regular member representing one of the first 100 members of IWCS. Such member will have the same status as life members.

4. **SUSTAINING MEMBERS:** Those who voluntarily pay annual dues significantly greater than regular active members

5. **HONORARY LIFE MEMBERSHIP AWARD:** A special award given to anyone who had made outstanding contributions to the aims and purposes of IWCS. It may be awarded to a member or non-member and is presented at the annual meeting. The award includes exemption from dues for life, and the receipt of all publications. They shall have all privileges given regular membership. Awards shall be limited to not more than two (2) individuals

annually. The last three Presidents to hold office shall constitute a committee to recommend candidates, with the most recent Past President to serve as chairman. Any member may recommend a candidate to this committee. The committee shall make recommendation to the incumbent president at least two months before our annual meeting. The President will solicit votes by mail from the Board of Trustees of IWCS. Pertinent documentation about the candidate shall be provided.

6. **INSTITUTIONAL MEMBERS:** (libraries, museums, universities, etc.): Dues shall be the same as for regular members, but an institutional representative may not hold office or vote.

7. **CORPORATE AND DONOR MEMBERS:** This classification of membership shall be open to any corporate business, any institution or any individual involved in any activity related to wood. Such members will have all the full rights, privileges and benefits of Regular membership in IWCS and subscribing Corporate and Donor members shall also have access to the following benefits:

- a. Three copies of every issue of the IWCS journal *World of Wood* delivered to the Corporate subscribers address
- b. Free advertising in *World of Wood* for up to one quarter page twice per year, and also once in each Annual Directory
- c. Significantly reduced advertising rates in *World of Wood* and the Annual Directory for greater space or more frequently than in b.
- d. Free access to Corporate and Donor display space at IWCS meetings and free mention in Meeting programs if requested
- e. Separate block listings for the subscribing Corporate and Donor member in the Annual IWCS Directory as well as regular listings
- f. Inclusion of the company logo and description on the Corporate Members Link page of the IWCS website
- g. The right to nominate up to two other individuals for Regular membership in IWCS – already prepaid by the Corporate subscriber

8. **WORLD OF WOOD MEMBERS:** shall be those institutions, organizations or publications which it is felt, for the good of IWCS, should receive copies of *World of Wood*.

9. **MEMBERSHIP DUES:** Each of the above dues classifications shall be determined by the Board of Trustees, with appropriate notification to the members.

10. **ELIGIBILITY:** An individual who expresses an interest in wood shall be eligible for membership. An institution, such as a federal or state forestry department research facility, a college or university forestry department or natural resource departments, that agree to abide by the Society's Constitution and Bylaws is also eligible. Applications for membership shall be approved by the Executive Committee of the Society under such rules as it may determine that are not in conflict with the Society's Constitution and Bylaws.

11. **ANNUAL DUES PAYMENT and MEMBERSHIP SUSPENSION:** Members who joined the IWCS prior to October 1, 1994: dues are payable in the month of September, but no later than October 1 of each year. Members who joined on and after October 1, 1994: dues are payable no later than the 1st day of the month following a member's anniversary (the month a member joined IWCS). The Treasurer shall notify the member in writing within thirty (30) days after the due date that his or her membership has been suspended because of non-payment of dues. If suspended for non-payment of dues, reinstatement of membership will occur if the delinquent dues are paid by the end of six (6) months following the due date. The old membership number will be restored if delinquent dues are paid by the end of the six (6) months following the notice of suspension: however, a member who pays after the thirty day (30) period following his/her due date will be given a new due date, one (1) year from the last day of the month of payment. A note will be made in the record. If dues are paid after six (6) months of the due date, a new membership will be assigned. Any member may be suspended or expelled from the Society for cause, but only after a full statement of the reason has been mailed by registered or certified mail to the last known address of the member as shown on the records of the Society. Such member shall have sixty (60) days from the receipt of such written statement to reply to the allegations made. No suspension, except for the non-payment of dues or expulsion, shall be initiated without first obtaining a minimum of sixty percent (60%) affirmative vote of the Trustees of the Society.

ARTICLE II. BOARD OF TRUSTEES

1. There shall be a Board of Trustees consisting of the President, President-Elect, Vice President, Immediate Past President, Secretary-Treasurer and an elected Trustee from each of the regions as defined and established by the Board of Trustees. In addition, there will be three (3) Trustees-at-Large appointed by the President. One (1) Trustee-at-Large will serve as

IWCS Archivist, another as Publications Committee Chairman and the third as Endowment Fund Committee Chairman.

2. Each Regional Trustee will serve a three-year (3) term and be elected by the members residing in the region that he or she represents.
3. The President, who will be Chairman of the board of Trustees, the President-Elect and the Vice President will be Trustees during their term of office.
4. The Past President will remain a Trustee until there is a new Immediate past President. The outgoing Past President may remain as a Trustee for a second two- year term with full voting privileges if he/she chooses.
5. Approximately one-third (1/3) of the elected Trustees shall be elected each year.
6. Should any vacancy occur on the Board, the remaining Trustees shall fill the office by electing a replacement from members in good standing in the region from which the Trustee was elected. The appointment would be only for the length of the unexpired term.
7. Elected Trustees who have served a full term may serve a second consecutive term of office not to exceed that second term of office.
8. Election of Trustees may be by mail ballot. In a region where an election is required, a Nominating Committee will be appointed no later than March 1 of the year. The President will appoint the committee. The Nominating Committee will, with the assistance of regional members, select at least two (2) candidates and submit the names to the regional membership. The regional members will send their votes to the Chairman of the regional Nominating Committee. The Chairman shall notify the President of the results and announce same at the corporate meeting and in *World of Wood*. Mailing of voting materials to the regional membership and submission of nominees' names by the regional Nominating Committee will be paid for by IWCS funds.
9. A Trustee's term of office shall begin on October 1 of the year the Trustee was elected and continue for a full three (3) years.
10. The Board of Trustees shall:
 - A. Determine and supervise the implementation of Society policies, programs, and practices that are aimed at assuring the Society operates as a non-profit organization and also meets the needs and interests of the Society members. In addition, the Board shall establish and supervise the installation of sound business, administrative and financial procedures.
 - B. Periodically review the dues structure for the various members' classifications versus financial needs of the Society. They then shall establish appropriate dues per classification.
 - C. Periodically review the regional structure of the Society to the end of establishing a new, or rearranging existing regions, to better serve the society's objectives and goals. The review would take into account regional balance of members, geographic dispersion of them and ease of transportation within the region.
 - D. Approve the establishment of Society Chapters within a Society's region. The minimum information required for the consideration of a petition requesting establishment of a Society Chapter shall be:
 - 1) Recommendation by the appropriate Regional Trustee that such a Chapter shall be established.
 - 2) The geographical area to be covered and the suggested name for the Chapter.
 - 3) Proposed Constitution and Bylaws for the Chapter must be in harmony with the Society's Constitution and Bylaws.
 - 4) A petition signed by a number of Society members in good standing in the geographical area covered that shall be equal to or more than twenty-five percent (25%) of the members in good standing in that geographical area. A Chapter entity will be established when the Regional Trustee is notified, in writing, by the President of the Society that the petition has been approved by the Board of Trustees A minimum of sixty percent (60%) affirmative vote by the board of Trustees is required to establish a Chapter. Any change in a Chapter Constitution and Bylaws must be approved by a minimum of sixty percent (60%) affirmative vote of the Board members. The President and Regional Trustee shall be notified of the names of the duly elected officers of the Chapter. A financial statement shall be submitted by each Chapters' Secretary-Treasurer yearly and prior to October 31 to the IWCS President and Secretary Treasurer.

ARTICLE III. OFFICERS

There shall be six (6) Society officers. They shall be President, President Elect, Vice President, Immediate Past President, Secretary-Treasurer and Publications Committee Chairman. The President, President-elect and Vice President are selected by a majority of members voting and will be Trustees during their term of office. The Secretary-Treasurer is appointed by the

Trustees from among eligible members. The Publications Committee Chairman is appointed by the President with the approval of the Board of Trustees.

1. **PRESIDENT.** The President shall be the chief executive officer of the Society and Chairman of the board of Trustees. He shall do all things necessary to conduct the affairs of that office. He shall be an ex-officio member of all committees. He shall appoint all committees with advice and consent of the Trustees.
2. **PRESIDENT-ELECT.** The President-elect shall act for and in place of the President at his or her request of in the even of the President's absence or disability. In the latter case, the President-elect shall act only at the specific direction of a majority of other Trustees. The President-elect is expected to carry out duties assigned by the President.
3. **VICE PRESIDENT.** The Vice President, in the event of absence or disability of both the President and President-elect, shall perform the duties of the President but, in the latter case, by the specific direction of a majority of the other Trustees. The Vice President shall serve as a member of the Membership Committee.
4. **SECRETARY-TREASURER.** The Secretary-Treasurer shall be charged with keeping the official records of the Society and with receiving funds, securities and other valuables of the Society and properly securing them. Also, the Secretary-Treasurer shall:

- A. Establish and maintain a complete and accurate roll of all members, by categories as defined in Article I, Membership.
- B. Keep minutes of all corporate meetings.
- C. Make disbursements for Society expenses upon approval of the President, except that he or she has the authority to make payments up to and including one hundred dollars (\$100) without prior approval of the President.
- D. Deposit Society funds needed for current operations in a bank where deposits are insured by the Federal Deposit Insurance Corporation (FDIC). If all times there are funds that are in excess of operation needs or are endowment funds, they may be invested in bonds certificates or other financial instruments with the approval of the majority of the Trustees. The Secretary-Treasurer shall be bonded for whatever sum is required by the Board of Trustees, the cost of which shall be paid by the Society.

5. **PUBLICATIONS COMMITTEE CHAIRMAN.** The role of the Publications Committee Chairman is to assist the Editor and the Publications Committee in their efforts to maintain the standards of all IWCS publications. The details of the Roles and Responsibilities of the Publications Committee Chairman, the Publications Committee, the Associate Editors and the Editor are presented in the separate "Roles and Responsibilities" documents which from time to time will be presented to the Board of Trustees for approval.

Officers Term of Office

1. **PRESIDENT.** Shall be elected for a two-year (2) term with a maximum of two (2) consecutive terms in office.
2. **PRESIDENT-ELECT.** The incumbent President-Elect shall be elected for a two-year (2) term, and shall succeed to the office of President at the termination of the outgoing President's term of office.
3. **VICE PRESIDENT.** Shall be elected for a two-year (2) term with a maximum of two (2) consecutive terms in office. Both the President-Elect and Vice President shall be elected by written secret ballot, which shall be submitted to the full voting membership by mail ballot or by publishing the ballot in the *World of Wood*. They shall be elected for a two-year term.
4. **SECRETARY-TREASURER.** Shall be appointed by the Board of Trustees to a two-year (2) term of office and may be re-appointed at the Board's discretion.

The terms of office of the President, President-elect and Vice President shall commence at the conclusion of the Society's corporate meeting in the year the person was elected or, if no corporate meeting is held, then October 1 of that year. The Secretary-Treasurer's term will start following his/her official appointment by the Trustees. An officer's term of office shall terminate on the same time basis as above after having served the period of time for which he/she was appointed or elected. If the office of the President becomes vacant, the President-Elect shall become the President to fill out the unexpired term. The Board of Trustees will appoint, from Society members, a person to fill the vacant position of either the President-Elect or Vice President.

Each officer shall be charged with preparing for distribution, through the *World of Wood* or otherwise, a yearly report on the activities of his/her office. Generally this should be done each year prior to the annual corporate meeting of the Society. No elected officer shall be paid a stipend or other remuneration for his/her service to the Society, but he or she may be reimbursed for

advances made from his or her own funds for Society expenses upon approval of the President and Secretary-Treasurer

ARTICLE IV. EXECUTIVE COMMITTEE

There shall be an Executive Committee which shall consist of the President, President-elect, Vice President, Secretary-Treasurer, and the Publications Committee Chairman. The committee shall be charged with day-to-day conduct of the affairs of the Society, and with making decisions on such matters which do not require a vote by the Trustees. The President shall be Chairman of the Executive Committee. The Executive Committee shall also carry the prime responsibility for IWCS finance, planning and budgeting activities.

ARTICLE V. COMMITTEES

1. **NOMINATING COMMITTEE.** A Nominating Committee shall be appointed when it becomes necessary to elect the President-elect and Vice President. This committee shall be composed of the most recent four (4) immediate past presidents with the most recent serving as Chairman. Nominations for the positions to be filled may be made by Society members. To do so, a nomination mailed no later than March 15, naming the person being nominated and the position they are being nominated for, signed by one (1) or more Society members in good standing shall be sent to the Chairman of the Nominating Committee. Persons wishing to volunteer for one (1) of the positions may do so by letting the Chairman of the Nominating Committee know in writing of their desire. Such notification must be mailed no later than March 15. The Nominating Committee shall present, for each open position, a slate of no less than two (2) or more than five (5) of the best qualified eligible members of the Society. A short summary of the qualifications of each nominee and ballots for voting will be published in *World of Wood* at least two (2) months before the closing date for voting. Each year that elections are necessary, an ad hoc committee shall be appointed by the President to receive and count the ballots and to report the results at the next corporate meeting. In the event a corporate meeting is not held that year, the results shall be reported to the President who shall arrange to have a proper notice of the results published in *World of Wood*. The ad hoc committee shall consist of no less than two (2) members in good standing who are not nominees or members of the Nominating Committee. For convenience in doing their work, these members should reside in the same geographical area.

2. **PUBLICATIONS COMMITTEE.** The Publications Committee shall consist of the Chairman of the Publications Committee, Editor, Secretary-Treasurer and at least four (4) more members serving. New member appointments will be made each year by the President to fill any vacancies. The Chairman will be designated by the President with the approval of the Trustees. The appointed committee members shall have the same length of tenure as the President who appointed them with the privilege of being reappointed by the new incoming President. The committee shall be responsible, within the operating and policy guidelines established by the Trustees for overseeing and, where necessary, participating in the business and editorial aspects of preparing and publishing the IWCS *World of Wood*.

3. ENDOWMENT FUND COMMITTEE.

A. The Endowment Fund Committee shall consist of five members selected by appointment of the President-Elect with approval of the Trustees. Members shall be classified as follows:

1) One member shall be the Immediate Past President; 2) One member shall be the current Secretary-Treasurer; and 3) Three members not serving as members of the Board of Trustees shall be selected from the general membership. One member of the committee shall be designated by the President-elect, with approval of the Board of Trustees, as Chairman of the Endowment Fund Committee. All nominations for appointments of members of the Endowment Fund Committee shall be made at least thirty (30) days, but not more than ninety (90) days, before the expiration of any member's term of office. Each member of the Endowment Fund Committee shall serve without compensation.

B. The term of office of each member on the Endowment Fund Committee, except that of the Secretary-Treasurer, shall be two years and no member may serve more than two consecutive terms. The newly elected member(s) shall take office at the annual meeting after confirmation by the Trustees. A former Endowment Fund Committee member may re-serve as a newly re-appointed member of the Endowment Fund Committee if there has been at least a two-year break in the member's service on the committee and the newly re-appointed member had not served more than four prior years on the committee. No person shall be permitted to serve in excess of eight years total

on the committee. Any vacancy by death, resignation or refusal to serve shall be filled for the un-expired term by the then-current President.

C. The Endowment Fund Committee shall meet at least once contemporaneously with each annual meeting. Other meetings may be called by the Chairman and may be held by telephone conference. Three (3) members of the Endowment Fund Committee shall constitute a quorum. Except in matters of emergency, there shall be reasonable advance notice of all meetings, including the teleconference meetings. The committee Chairman shall take responsibility for written notification of the actions of the committee. Copies shall be sent to the President and all members of the Committee. If there is no response within thirty (30) days after notification, actions will be entered into the permanent records.

D. The Endowment Fund Committee shall follow the policy and operating guidelines promulgated by the Board of Trustees for the Endowment Fund. The Secretary-Treasurer shall account to all appropriate state and federal agencies with applicable filing documents of all Endowment Fund activities. Once annually, an account of all Endowment Fund activities shall be reported to the membership by publication in the IWCS journal, *World of Wood*.

E. ENDOWMENT FUND OPERATIONS GUIDELINES.

- 1) Contributions to the Endowment Fund may be made by the parent organization, by members or friends. These contributions shall initially be deposited in an Endowment Fund savings and/or checking account. The deposits will be the responsibility of the Secretary-Treasurer. Distributions from the bank savings and/or checking account shall require signatures of the Endowment Fund Chairman and the Secretary-Treasurer.
- 2) The Endowment Fund Committee shall decide by unanimity of not fewer than three members how monies in the Endowment Fund are invested. Investments shall be limited to bank checking, savings accounts, certificate of deposits or no-load mutual funds. Investments in no-load mutual funds shall be limited to fund categories of money market or growth-and -income.
- 3) Only the interest or dividend income may be distributed to further the purposes of the Corporation. The Endowment Fund Committee shall decide by unanimity of not fewer than three members who or what entity will receive monies from the Endowment Fund with approval of the Board of Trustees. Distributions shall require signatures of the Endowment Fund Chairman and the Secretary-Treasurer. No monies shall be distributed for the operation of the Corporation, and the principal of the Fund cannot be distributed unless so ordered by the Board of Trustees.

4. **OTHER COMMITTEES.** The President shall have the authority to appoint ad hoc committees as necessary, but with the advice and consent of the Board of Trustees.

ARTICLE VI. MEETINGS

1. **CORPORATE MEETINGS.** A corporate meeting shall be held annually and may be conducted anywhere at a time and place designated by the President after consultation with the Board of Trustees. Notice of such meetings shall be sent to each member in good standing at least thirty (30) days before such meeting. No meeting will be considered official unless at least five (5) Trustees are in attendance. A quorum shall consist of the members in good standing present in person, or by proxy, as indicated on a form provided by the Society. Roberts Rules of Order shall govern the proceedings of all business meetings.

2. **CHAPTER MEETINGS.** The Secretary-Treasurer of the Society shall be notified thirty (30) days in advance of the date of Chapter business meetings. Such a meeting is defined as one in which Chapter business is discussed and voted on and/or recommendations to the Society are agreed upon. The Regional Trustee involved shall be invited to attend all such meetings. Minutes of such meetings shall be sent to the Society President, Secretary-Treasurer and the Regional Trustee involved. The Society has no responsibility for payment of any expenses of Chapter meetings or any other chapter activities unless a specific payment has been approved in advance by the President.

ARTICLE VII. OBLIGATION

All Society funds received and expended must be accounted for by members responsible for Chapter, local, Regional and international planned meetings by submitting a complete financial report to the IWCS Secretary-Treasurer. All Chapters or local organizations of IWCS members shall submit an annual financial report by no later than October 31 of each year to the Society's Secretary-Treasurer. 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 local or international Budget. All expenditures beyond the total sum in the approved budget must have prior local approval, in the case of the local group, or the prior approval of the President and at least sixty (60%) of the Trustees in the case of the International Society expenditures.

1. Each region may retain a maximum of \$1,000.00 per region/chapter. This amount is cumulative and not to exceed \$1,000.00 per year. If more than one group exists in a region, then their total monies are not to exceed their respective fractional proportion of the region. Once the maximum amount is reached, all subsequent monies must be forwarded to the Secretary-Treasurer of the Society.
2. Any monies retained by a region must be kept in a separate and individual account, naming the IWCS and using the organizations not-for-profit Tax ID Number and pertinent information. Such accounts shall require two (2) signatures.
3. All bank statements, records, receipts and disbursement records shall be sent to the IWCS Secretary-Treasurer on a quarterly basis. Duplicate statements shall be sent to the local organization and the Secretary/Treasurer by the banking institution.
4. Regions are not required to retain such monies, but if they do, then they must abide by all stipulated not-for-profit requirements per the rules of the U. S. Internal Revenue Service.
5. If a chapter disbands, all monies must be submitted to the Secretary/Treasurer of the International Wood Collectors Society Inc.

ARTICLE VIII. TERMINATION

No asset of this corporation shall accrue to the personal gain or benefit of any person of another organization except that, in the event of dissolution of the Society, all net assets after payment of all known obligations shall be given by the Trustees to any non-profit organization similar to the Society that has been recognized as exempt under Internal Revenue Code section 501(c)3; however, for just case the Trustees may transfer such assets to any other non-profit corporation exempt under IRS section 501(c)3. Revised by IRS Audit October 29, 2002

ARTICLE IX. VOTING BY MAIL

All business of the Society, other than that at corporate meetings, may be transacted by mail vote. The Secretary-Treasurer shall keep a complete record of such votes.

ARTICLE X. AMENDMENTS

These Bylaws may be amended by the Trustees at any corporate meeting or between corporate meetings with or without prior notice to the membership. A two-thirds (2/3) vote of the Trustees present at corporate meetings having a quorum of Trustees or a minimum of sixty percent (60%) vote of the Trustees shall be required on mail ballots to make any change. Notice of a proposed change may be given in advance of a corporate meeting through *World of Wood*, but it is not a requirement that this be done. All changes made by the Trustees, during a time other than a corporate meeting, shall be published in *World of Wood* sixty (60) days before such a change shall become effective. If one percent (1%) or more of the membership in good standing shall object to the Society's Secretary-Treasurer to any change made by the Trustees, then such a Bylaw change shall not become effective and shall lie over for action at the next corporate meeting. Changes made at a corporate meeting shall go into effect at once.

ARTICLE XI. REPLACEMENT

These Bylaws, upon becoming effective, shall supersede and replace any and all Bylaws heretofore in effect. They include revisions made at annual corporate meetings and by mail ballot of the Board during the period of 1983 through February 1, 2008.

*Effective date of this revision:
February 1, 2008*

NOTES: