

Modified January 31, 2010

BY-LAWS
OF
MIDWEST WOODWORKERS ASSOCIATION
A General Not-For-Profit Public Benefit Corporation

ARTICLE I

General Purposes

This Association is organized and shall be operated for the exclusive purposes as set forth in the Articles of Incorporation (Public Benefit Corporation), which purposes are as follows: The Association is formed for the purpose of the education of its members and the general public in the art and science of woodworking; performing charitable woodworking services; to assist the members to gain expertise in woodworking skills; and to provide forums for the exchange of information concerning woodworking techniques.

ARTICLE II

Membership

Section 1. Number and eligibility. Persons with an interest in any facet of woodworking shall be eligible for application for membership in this Association. The number of members of this association shall be limited to no more than 150 members.

Section 2. Application for Membership. All applicants for membership in this association shall submit to the Board for their consideration an application for membership on the form prescribed by the Board, together with payment of dues in the amount herein prescribed. Each application for membership shall be considered by the Board of Directors which, in its discretion, may grant or deny membership to any applicant. If an application for membership is favorably considered by the Board, the member shall be provided with a membership card. If the Board does not favorably consider such application, the applicant shall be notified of the Board's decision and said applicant's prepaid dues shall be refunded as soon as practicable.

Section 3. Voting. Each member of this organization shall be entitled to one (1) vote on each matter submitted to a vote of the membership after having been a member for thirty (30) days. Family members shall be entitled to two (2) votes on each matter submitted to a vote of the membership after having been a member for thirty (30) days provided that at least two (2) family members are eighteen (18) years or older.

Section 4. Dues. Annual dues required for membership in this organization shall be twenty dollars (\$20.00). Annual dues required for family Membership (two adults) shall be twenty-five dollars (\$25.00). New members (Family members) can join at any time at a prorated dues schedule. Join June through July for \$20 (\$25), August through October for \$15 (\$18.75), November through January for \$10 (\$12.50), or February through May for \$5 (\$6.25). Dues for existing members are payable annually on the first day of June each year. Said dues are considered delinquent on the first day of August of each year and delinquent members shall be removed from the list of members on the first day of October of each year.

Existing member dues paid after the first day of August are subject to a two dollar (\$2) late payment fee. The amount of dues and late payment fees are subject to change at the discretion of the Board of Directors.

ARTICLE III

Membership Meetings

Section 1. Annual Meeting. An annual meeting of the membership for the purpose of electing Directors and for the transaction of such other business as may come before the meeting shall be held in May of each year in the principal office of the Association or at such other place as may be designated by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

Section 2. Special Meetings. At least three (3) special meetings shall be held each year at such time and place as may be announced by the Board of Directors. Special meetings of the members may be called by members having one-fourth (1/4) of the votes entitled to be cast at such meeting.

Section 3. Quorum. The presence of the lesser of seventeen (17) members or one-fourth (1/4) of the membership shall constitute a quorum and shall be necessary to conduct the business of the membership meeting, but a lesser may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled for the meeting and the Secretary shall cause a notice of this scheduled meeting to be sent to all members who were not present at the meeting originally called.

ARTICLE IV

Board of Directors

Section 1. Number and Qualifications. The number of the Directors of the Association shall be seven (7). Said Directors shall be elected at the annual meeting of the membership. Such Director shall be initially those as are named in Articles of Incorporation. The term of the Board of Directors shall be one (1) year each. Any vacancies in the Board of Directors may be filled for the remainder of the term of said office by the affirming of vote of a majority of the Board of Directors of the Association, at a special meeting called for that purpose or in the next annual meeting of the Board of Directors after a vacancy occurs. Each Director shall hold office until a successor shall be duly elected. Directors need not be residents of the State of Missouri.

Section 2. Meetings. Regular meetings of the Board of Directors, including the President, Vice President, Secretary and Treasurer, of the Association shall be held at such time and place either within or without the State of Missouri, as the Board of Directors may designate. Each of the seven (7) Directors, including the President, Vice President and Secretary, shall be entitled to vote on all matters coming before the Board at said meetings. The annual meeting of the Board of Directors shall be held at such time and place, and on such day in the month of April of each year as the Board of Directors may designate; or, in the absence of such designation by the Board, as the President may designate. In the event of failure through oversight or otherwise to hold an annual meeting of the Directors in any year on the date herein provided therefore, the meeting may be held at a later date and any election had or business transacted at such meeting

shall be as valid and effectual as if the same had been transacted at the annual meeting on the date herein provided.

Section 3. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place either within or without the State of Missouri, as may be specified in the call of such meeting, on call of the President of the Association. Any business may be transacted at any special meeting without specification in the notice thereof. Notice of all regular or special meetings of the Board of Directors (other than the annual meeting) shall be given to each Director by delivering notice, orally, electronically, or in writing, to each Director personally at least forty-eight (48) hours before the time set for such meeting; or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before time appointed for such meeting. Such notice may be waived before, at, or after such meeting and the presence of any Director at any meeting shall constitute waiver of notice by him.

Section 4. Informal Action Without Meeting. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision in law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all the Directors then in office.

Section 5. Action. The Board of Directors shall have authority to approve ordinary expenses of the Association. Unusual expenses shall be presented to the membership for approval.

ARTICLE V

Officers

Section 1. Officers. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, and such other officers as may be elected from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and the offices of President and Vice President.

Section 2. Election. The officers of the Association shall be elected by the membership at its annual meeting from the slate of officers proposed by the Nominating Committee and other nominations by members at a meeting held for that purpose. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or have been removed. Officers of the Association need not be residents of the State of Missouri, but shall be members of the Board of Directors.

Section 3. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification, increase in the number of officers of the Association, or otherwise, shall be filled by the President for the unexpired portion of the term at a special meeting called for that purpose.

Section 4. Duties of Officers. The duties of the officers of the Association shall be as follows:

(1) President. The President shall preside at all meetings of the Board of Directors. The President will be an ax-officio member of all committees except the Nominating Committee. The President may sign, with the Secretary or any other proper officer of the Association therefore authorized by the Board of Directors, deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and executions thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The President shall appoint a Nominating Committee to present a slate of officers at the annual meeting.

(2) Vice President. The Vice President shall assume the duties of the President in his absence and perform all such duties that may be assigned to him by the President.

(3) Secretary. The Secretary shall (1) keep the minutes of the Board of Directors meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (3) be custodian of the corporate records and of the seal, if any, of the Association to be affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized; (4) keep a register of the post office address of each Director which shall be furnished to the Secretary by such directors; and (5) in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(4) Treasurer. The Treasurer shall (1) have charge and custody and be responsible for collection and disbursement of all funds of the Association; receive and cash receipts for monies due and payable to the Association from any sources whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; (2) give a financial report to the membership at such meeting, a copy of each report to be given to the Secretary; and (3) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(5) Other Officers. All other officers shall have such duties and responsibilities as from time to time may be assigned to them by the President or the Board of Directors.

ARTICLE VI

Committees

Section 1. Committees. The Association shall have the following committees: Finance, Membership and Public Relations, Program, and Nominating. Additional committees, either permanent or temporary in nature, shall be established at the discretion of the Board of Directors.

Section 2. Membership and Duties of Committees. The number of members and duties of the committees shall be as follows:

(1) Finance Committee. The Finance Committee will be chaired by the Treasurer. The members of the Finance Committee shall be the same as the Board

of Directors. Their responsibility will be the preparation of a budget and management of Association funds.

(2) Membership and Public Relations Committee. The Chairperson of the Membership Committee and the Newsletter Editor shall each be one (1) of the members of the Board of Directors. The committee shall consist of three (3) to five (5) additional persons from the membership. The purpose of this Committee shall be to promote the membership of the Association. The duties of the committee are the preparation and distribution of newsletters, brochures, and similar type of publications to the membership. In addition, the committee is to maintain the membership roster and the website and other electronic informational services.

(3) Program Committee. The Chairperson of the Program Committee shall be one (1) of the Board of Directors. The committee shall consist of three (3) to five (5) members from the Membership. The responsibility of the Program Committee will be to provide and/or arrange for programs for regular meetings. This Committee shall also be responsible for any educational seminars that they feel would be beneficial to the membership.

(4) Nominating Committee. The Nominating Committee shall consist of three (3) members appointed by the President. The committee shall present a slate of proposed officers for consideration by the members at each annual meeting. The ballot shall be prepared and presented to the membership at the annual meeting. Nominations may be made from the floor of the meeting.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan may be made to any officer or Director of the Association, directly or indirectly.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer, or in such manner as from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Other Assets. The corporation shall be entitled to own and invest in land, securities, or any other type of tangible or intangible investments which may from time to time be available to it, and these shall be owned, operated, leased and otherwise managed as the Board from time to time direct.

Section 6. Audit. The financial records of the Association shall be audited annually by person(s) appointed by the Board of Directors and a report of the audit shall be given at the annual meeting.

ARTICLE VIII

Distribution on Dissolution

In the event of liquidation or dissolution of the Association, no liquidating or other dividends and distribution of property owned by the Association shall be declared or paid to any private individual, but distributed as follows:

Upon the dissolution of the corporation, The Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute the assets for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Purpose of Public Benefit Corporation

The Corporation is formed for the purpose of making wooden toys for children and donating same to local charities; performing other such public woodworking services to local charities; the education of its members and the general public in the art and science of woodworking; to assist the members to gain expertise in woodworking skills; and to provide a forum for the exchange of information concerning woodworking techniques in accordance with Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code; to do everything necessary, suitable, or proper for the accomplishment, attainment, or hereafter conferred by the laws of the state of Missouri upon which a nonprofit corporation organized under the laws of the state of Missouri, and, in general carry on any of the activities and do anything to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a nonprofit corporation organized under the laws of the state of Missouri, nor engage in any activity not approved of by Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any successor section.

ARTICLE X

Limitations of Public Benefit Corporation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on

of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI

Amendments

These By-Laws may be amended at any regular meeting by a two-thirds (2/3) vote of the membership present, provided that a copy of the amendment has been sent to each member at least two (2) weeks prior to the meeting.

Attested to on this day of _____ 2010.

Secretary MWA