

BYLAWS
OF
GREENVILLE WOODWORKERS GUILD, INC.

ARTICLE I
NAME AND OFFICES

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

1.2 Principal Business Office. The initial principal business office of the corporation shall be located within the State of South Carolina at the residence address of the current President, or at such other location as the Board of Directors may designate. The Board of Directors 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 of Directors 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 of Directors, 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 of Directors from time to time and approved by a vote of the members.

3.1.1. Life Members. Notwithstanding Paragraph 3.1, the Board of Directors 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.

3.1.2 Honorary Members. Notwithstanding Paragraph 3.1, the Board of Directors may from time to time, by resolution, designate non-member individuals 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, life or honorary member as defined above and at least 18 years of age may request registration as a member with full member privileges at no cost by submitting an application for membership.

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 of Directors. 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 of Directors. 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 of Directors and the 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 Directors 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 of Directors, 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, 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 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 of Directors. The Board of Directors 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. The number of Directors that constitute the board shall not be fewer than eight in number. Within the foregoing limitations, the members, at their annual meeting held in May of each year, shall determine the number of Directors and shall elect the number of Directors as determined. In addition, the number of Directors may be increased at any time or from time to time by the members or by action of the Board of Directors. The number of Directors may be decreased at any time or from time to time by the members or by action of the Board of Directors, but only to eliminate vacancies existing by reason of the death, resignation, disqualification or removal of one or more Directors.

4.3 Tenure of Directors. Except as otherwise provided by these bylaws, each Director elected at an annual membership meeting shall immediately become a member of the Board of Directors and shall hold office until the end of the subsequent fiscal year 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 of Directors, 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 board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. The Board of Directors 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. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the vacancy may be filled by vote of the members at a meeting called for that purpose or by action of the Board of Directors. If the Directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. Individuals filling vacancies shall hold office until the end of the fiscal year in which they are elected or appointed.

4.6 Action Without a Meeting. Action required or permitted by the Act to be taken at a Board of Directors' 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 and Special Function Officers

4.7.1 Committees. The Board of Directors may create one or more committees, shall appoint a Chairman of each committee and may and appoint members of the Board of Directors and/or members of the corporation to serve on them. The President, if so delegated by the Board of Directors, may appoint members to serve on committees created by the Board of Directors. Each committee shall have two or more members including the Chairman who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. The action of the Board of Directors creating a committee shall designate the purpose of the committee, the duration of the existence of the committee and the term of the individual appointed as Chairman. The duration of the existence of the committee may be "continuing". The term of the Chairman may be "continuing".

4.7.2 Special Function Offices. The Board of Directors may create one or more special function offices and shall appoint individuals to serve in such offices. Individuals so appointed will serve at the pleasure of the Board of Directors. The action of the Board of Directors creating a special function office shall designate the purpose of the special function office, the duration of the existence of the special function office and the term of the individual appointed to serve in the office. The duration of the existence of the special function office may be "continuing". The term of the individual appointed to serve in the office may be "continuing".

4.8 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board of Directors. 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 of Directors 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 of Directors may fix any location within the State of South Carolina as the place for holding any special meeting of the Board of Directors. 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 of Directors fixing the date, time and place of such meeting. Special meetings of the Board of Directors 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 of Directors 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 of Directors.

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 of Directors 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 of Directors, (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, one or more Vice Presidents, a Secretary and a Treasurer. The appointed officers of the Corporation shall be such officers as are appointed by the Board of Directors from time to time. All officers, whether elected or appointed shall be members of the corporation and members of the Board of Directors. The same individual may simultaneously hold more than one office in the corporation except that an individual may hold only one of the offices of President, Vice President, Secretary and Treasurer at a time. 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 of Directors 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, shall elect the President, Secretary, Treasurer and Vice President(s) of the corporation. The individuals will serve for a one year term starting at the beginning of the next fiscal year. A vacancy in an elected office shall be filled by an appointment of the Board of Directors, the duration of such appointment shall be for the remainder of the term.

5.3.2 Election and Tenure of Appointed Officers. The Board of Directors shall establish such additional officers that are deemed necessary and appoint individuals to serve as such officers of the corporation at a regular meeting of the Board of Directors or at any other time and may, in its discretion, submit such appointment to the members for their approval. The action of the Board of Directors shall include a description of the duties of the appointed officer(s) and a statement of the term of the appointment(s) which shall not extend beyond the end of the fiscal year for which the appointment is made. Each appointed officer shall hold office as specified by the terms of the 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 of Directors 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 future date and the corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. The Board of Directors 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 officer. Such removal 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 of Directors, 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 of Directors, unless a chairman of the Board of Directors 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 of Directors, any deeds, mortgages, bonds, contracts, or other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors 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 of Directors from time to time.

5.6 Vice Presidents. If designated, in the absence of a President or in the event of the President's death, inability or refusal to act, a Vice President 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. Any Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors.

5.6.1 If there is one Vice President, the Vice President is hereby designated to perform the duties of the President in the absence of a President.

5.6.2 If there is more than one Vice President, the Board of Directors shall designate a Vice President to perform the duties of the President in the absence of a President. Such designation may be contingent on such an absence occurring.

5.7 Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors 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 of Directors.

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 of Directors; (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 of Directors. If required by the Board of Directors, 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 of Directors 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 of Directors 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 of Directors 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 of Directors and any committees of the Board of Directors, 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 of Directors. 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.

Adopted by the Board of Directors October 10, 2011

Approved by the Membership October 3, 2011

Attest: _____

Attest: _____