

Bylaws of the Wooden Wagon Wheel Association

Adopted November 13, 1901
Amended October 13, 1947
Amended January 29, 1952
Amended October 13, 2007

Article 1. Name & Location

The name of the organization shall be the Wooden Wagon Wheel Association, hereafter referred to as WWA. WWA shall be located within the United States as established from time to time by the Board of Directors.

Article 2. Purpose

The purpose of WWA shall be to preserve, protect, promote, and grow the use of wooden wagon wheels.

Article 3. Membership & Voting

1. Membership shall consist of individuals and businesses that have paid the annual membership fee.
2. Membership fees are established annually by majority vote of the Board of Directors.
3. There shall be two types of members:
 - a. Regular Members. Regular consumer members are individuals and businesses that use wooden wagon wheels and wooden wagon wheel-related equipment.
 - b. Associate Members. Associate members are individuals and businesses that manufacture and / or sell and / or service wooden wagon wheels and wooden wheel related equipment.
4. Each regular member-in-good-standing shall have one vote in matters requiring a vote of the general membership. Each associate member-in-good-standing shall have one vote in matters requiring a vote of the associate membership.
5. There is no voting by proxy.
6. Membership in the Corporation and the opportunity to participate in the Corporation's activities shall be provided on an equal basis without regard to race, color, religion, age, sex, or national origin.

Article 4. Annual & Special Membership Meetings

1. The annual meeting of WWA shall be held as soon after the beginning of the calendar year as practicable but no later than April 15th each year. The Board Chair shall call the Annual Meeting.
2. Notice of all special and annual meetings will be announced a minimum of seven calendar days in advance by e-mail and online posting.
3. Special member meetings may be called by the Board Chair or by signed petitions from at least twenty percent of all regular members.
4. A quorum for the Annual Meeting shall be ten percent of all regular members.
5. A quorum for all special meetings shall be at least ten percent of all regular members.

Article 5. Nominations & Elections

1. Governing Body. WWA shall be governed by a Board of Directors elected in

- accordance with the provisions of these Bylaws.
2. Nominating Committee. The committee to nominate candidates for the Board of Directors shall be composed of the Immediate Past Board Chair, the Chair-Elect, one member of the Board of Directors elected by the Board members, one regular member-in-good-standing appointed by the Board of Directors, and the CEO.
 3. Elections. Board members shall be elected by the regular members of WWVA. The election process will be conducted by using paper ballots and/or electronic ballots.
 4. Terms of Office. Directors shall be elected for one three-year term and may be re-elected for a second consecutive three-year term for a maximum of six consecutive years. This limitation will be waived if a Director in the sixth year of service is elected Chair Elect.
 5. A majority vote of the Board of Directors is required to fill all Board vacancies and unexpired terms.
 6. Unexcused absence from three consecutive Board meetings shall be considered an automatic resignation constituting a vacancy to be filled by the Board.
 7. A member of the Board of Directors may resign from the Board at any time by giving a thirty-day notice in writing to the Board Chair.

Article 6. Executive Committee & Board of Directors

1. The composition of the Executive Committee of WWVA includes: Board Chair, Chair Elect, Treasurer, Secretary, and Immediate Past Board Chair. The Chief Executive Officer of WWVA shall be an ex-officio nonvoting member of the Executive Committee. A quorum shall be a majority of the Executive Committee.
2. The number of voting Board members including the voting members of the Executive Committee shall total no less than ten and no more than twelve regular members of the association. All Board members shall be members-in-good-standing of the association.
3. Meetings of the Board. The Board of Directors shall meet quarterly at a date, time, and location as agreed to by the Board of Directors or more frequently when deemed necessary by the Board or the Executive Committee. A quorum for Board meetings shall be a majority of the Board of Directors.
4. Removal of Officers/Directors. Officers / Directors may be removed from office upon a two-thirds vote of the members of the Board of Directors. Upon removal, the Board Chair will give written notice to the removed Officer / Director.

Article 7. Officers

1. Board Chair. The Board Chair shall preside at all meetings of the membership, the Board of Directors and the Executive Committee. The Board Chair shall represent (or “be the face” of) the association to the general public.
2. Chair Elect. The Chair Elect shall assist the Board Chair in the discharge of his/her duties, act on behalf of the Board Chair in his/her absence, and automatically assume the office of Board Chair if / when the Board Chair is incapacitated or when the office becomes vacant. In addition, the Chair Elect shall automatically assume the position of Board Chair when the term of office of the Board Chair concludes.
3. Secretary. The Secretary shall write and keep the minutes of all meetings of the Board, Executive Committee and general membership, have possession of the bylaws, and maintain all other legal documents, records, and correspondence of WWVA.
4. Treasurer. The Treasurer is responsible for the funds and financial records of WWVA. The Treasurer shall present financial reports at all Board of Directors and Executive Committee meetings. A yearly financial audit (including annual IRS filings) shall be performed by a Certified Public Accountant.
5. Immediate Past Board Chair. The Immediate Past Board Chair shall be a member of the

- Board of Directors and the Executive Committee and will chair the Nominating Committee.
6. Chief Executive Officer. At its discretion, the Board of Directors may hire a Chief Executive Officer (CEO) who shall serve as the administrator of the association. The CEO shall function as the employing authority for/of all staff members and contractors. On behalf of the Treasurer, the CEO shall receive, record, and deposit in the bank all incoming money paid to WWA.

Article 8. Finances

1. The CEO, in conjunction with the Treasurer, shall prepare and present the annual association budget to the Board of Directors for approval.
2. Except for petty cash, all requests for disbursement of funds shall bear the authorization signature of the CEO or the Treasurer prior to disbursement.
3. Except for petty cash, all disbursements of funds shall be made by paper check, electronic check, fund transfer, etc.
4. Except for petty cash, a combination of two of three signatures shall be required for every check or disbursement: Treasurer, Board Chair, and / or CEO.
5. A petty cash account, authorized by the Board of Directors and administered by the CEO, shall be funded to \$100. Any use of petty cash funds shall be authorized by the CEO or his/her representative in a petty cash journal.

Article 9. Calendar Year

WWA shall operate on a calendar year from January 1 to December 31, unless otherwise established by the Board of Directors. The annual budget of WWA shall be prepared and presented by the Treasurer and approved by the Board of Directors prior to the beginning of the association's new year.

Article 10. Parliamentary Authority

Unless contrary to any of the foregoing, the latest edition of *Robert's Rule of Order Newly Revised* shall prevail. The Board Chair may appoint, or the Board may elect, a Parliamentarian.

Article 11. Amendments to Bylaws

The bylaws may be amended or revised by a majority vote of the voting members present at an annual or special meeting. The written text of any amendment or revision to the bylaws shall be distributed by the Secretary to the voting members a minimum of ten calendar days before such vote shall occur.

Article 12. Liability and Indemnification

Board of Directors / Officers shall not be individually liable or personally liable for the debts, liabilities, or obligations of the organization. Each officer / director shall be indemnified by the organization against all reasonable costs and expenses including counsel fees, actually and necessarily incurred by or imposed, in connection with defense of any action, suit or proceeding to which the person is a party because of his or her past or present position with WWA. However, in any matter in which the person is adjudged to have been liable for gross negligence or misconduct in the performance of duties and judgment is not reversed, the organization is not obligated to indemnify the person. In the event of the settlement of any such action, suit or proceeding, prior to final judgment, the organization shall also make the reimbursement for payment of costs paid to or to be paid

in settling interests of the organization on the opinion of the majority of the directors who are not involved, or if all directors are involved, in the opinion of independent legal counsel selected by the Board. No officer/director of the organization shall be liable to any other officer/director.