

BYLAWS
SOUTH PUGET SOUND WOODTURNERS
A CHAPTER OF THE
AMERICAN ASSOCIATION OF WOODTURNERS, INC.

February 16, 2017

ARTICLE I – NAME and OFFICE

A. Name

The name of this non-profit organization shall be called SOUTH PUGET SOUND WOODTURNERS, and is a chapter of the AMERICAN ASSOCIATION OF WOODTURNERS, INC. The acronym shall be “SPSW” and referred to within these By-laws as “Chapter” or by the acronym “SPSW”. The use of “Association” or “AAW” within these By-laws refers to the national organization, the American Association of Woodturners, Inc.

B. Registered Office and Registered Agent

The Chapter shall have and continuously maintain in the State of Washington a registered office and a registered agent whose office is identical with such registered office, as required by the Washington Non-Profit Corporation Act (RCW 24.03). The registered office may be, but need not be changed from time to time by the Chapter Board of Directors.

ARTICLE II – PURPOSES

The Chapter’s purpose is to inform and educate the public about woodturning as a traditional and contemporary craft and form of art, and to foster a wider understanding and appreciation of woodturning among the general public, hobbyist turners, part-time turners, and professional turners. This will be accomplished by providing education, information, organization, technical assistance, and publications relating to woodturning

More specifically, we propose principally to offer such services as:

- meetings at which information is exchanged among members
- demonstrations conducted by experts in wood turning techniques, safety and equipment
- publication of an electronic newsletter and web site
- public exhibition of members’ work and demonstration of their skills.

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

Other activities of the Chapter may include:

1. Share ideas and techniques regarding the craft of woodturning
2. Trade wood
3. Exchange ideas about tools and equipment
4. Promote the craft of woodturning
5. Publish a bulletin related to this chapter’s activities and the craft of woodturning
6. Engage in other activities and projects such as turning instruction, cooperative activities for the acquisition and use of the materials and tools of the woodturner, participation in local, regional and national meetings, demonstrations and other events related to woodturning.

No part of the net earnings of the Chapter shall be used for the benefit of, or be distributed to its members, directors, or other private persons, except that the Chapter shall be authorized and empowered to reimburse all reasonable costs incurred by Chapter members for approved out-of- pocket costs and services rendered in response to a request by a formal approval by the board of directors.

Notwithstanding any other provisions of these articles, the Chapter 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 1986 and its Regulations as they now exist or as they may hereafter be amended, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III –MEMBERSHIP

Membership in the Chapter is open to any person interested in the art and craft of woodturning. However, should any member violate any provision of these bylaws, or is unreasonably detrimental to the accomplishment of the Chapter's pursuit of the goals enumerated in Article II above in a collegial and mutually respectful manner or who unreasonably engages in unsafe practices during chapter functions may be terminated as a member by the passage of a motion to terminate with the approval of a majority vote of the Board of Directors then in office at a regular board meeting. A member may appeal their termination by submitting a formal written request to the Secretary for review by the full membership. This review will be formally motioned at the regular Chapter meeting preceding the meeting where it will be voted upon. Removal requires approval of sixty percent of those members in attendance and voting on the issue. Should the vote result in termination, further appeal is not accepted.

The Chapter offers memberships with dues, over and above any fees paid to AAW, payable January first of each calendar year in the amount as established by the Board of Directors. Membership includes the immediate family of the dues payer; however, membership shall have the power to exercise only one vote per family.

All members are strongly encouraged to be members of AAW, but with the exception for members of the Board, this will not be a requirement.

Membership in the Chapter is not transferable or assignable.

ARTICLE IV - MEETINGS

The Chapter will conduct regular meetings (preferably monthly) at a time and place designated by the Board of Directors. A newsletter will be published at least one week in advance of each scheduled meeting. Other meetings may be called by a majority vote of the Board of Directors or not less than one-tenth of the general members of the Chapter having voting rights.

The Board of Directors may designate any place, either within or without the State of Washington, as the place of meeting for any special meeting called by the Board of Directors.

If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Chapter in the State of Washington.

Twenty-Five percent (25%) of the membership shall constitute a quorum for voting purposes at a general membership meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE V - BOARD OF DIRECTORS

A. General Powers

The property, affairs, activities and concerns of the Chapter shall be vested in a Board of Directors – individually referred to herein as “Director” and collectively referred to herein as the “Board” The Board shall be charged with the responsibility of the operation of the Chapter and the prudent conduct of its business consistent with these bylaws and the laws of the State of Washington. Members of the board are required to be members of AAW.

B. Duties

The Board of Directors shall:

1. Hold meetings at such times and places as it chooses
2. Print and circulate documents and publish any other publications supporting the purposes and objectives of the Chapter.
3. Communicate with other organizations interested in any aspect of woodturning.
4. Employ agents on behalf of the Chapter.
5. Devise and execute such other measures as it deems proper to promote the objectives of the Chapter and to best protect the interest and welfare of the Chapter and its members.
6. Have a working knowledge and understanding of the By-laws of the Chapter and the policies and procedures of the Chapter and carry out their duties in an ethical manner.
7. Be authorized to commit funds without approval of the general membership up to an amount as established by the membership. This amount shall be recorded by the secretary and retained on file. The

amount may be amended only by majority vote of the membership in attendance at a regular membership meeting.

C. Number

The Board of Directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) Directors on the Chapter's Board, which will include the officers as described below. Should the Board of Directors elect to increase the size of the Board within these limitations, new positions must be filled through the standard election process. At no time will the board exceed 15 members without revising these By-laws.

D. Unexpected Board Vacancies

Whenever a vacancy occurs on the Board, that vacancy shall be filled without undue delay by a majority vote of the remaining Board at a regular Board meeting or at a special Board meeting called for that purpose. A Director appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor.

E. Removal of Directors

Any Director may be removed for cause by majority vote of the Directors at a regular Board meeting or at a special Board meeting called for that purpose..

F. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Chapter. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such officer, and the acceptance of the resignation shall not be necessary to make it effective.

G. Quorum

A majority of the Directors must be present to constitute a quorum at any Board meeting. In the absence of the President and Vice President, the quorum present may choose a chairperson for the meeting. If a quorum does not exist, a majority of the Directors present may adjourn the meeting; however, no official business can be conducted without a quorum of the full Board. A quorum shall consist of a majority of currently filled Director positions

H. Manner of Acting

A vote representing a majority of the votes cast by the full Board shall be known as an "act of the Board". The currently filled Officer and Director positions shall constitute the full Board so long as the minimum number of filled positions is none (9).

I. Compensation

No compensation shall be paid to Directors of the Board for their services. Director expenses directly attributable to performing the duties of the Director will be reimbursable; however, expenses incurred must be authorized by the Board in advance.

J. Committees

The Board, by majority vote, may designate such committees it may deem necessary and appropriate. Each committee shall serve at the pleasure of the Board. All chairperson's will be appointed by the President. Persons serving on the committee may be Directors, members, or if deemed appropriate, from the community at large and will be chosen by the committee chairperson. The committee chairperson is responsible for preparing an agenda for each meeting and preparing reports to the Board.

K. Proposals from the General Membership

Any member of the Chapter may offer a proposal for consideration by the Board. Proposals shall be submitted in writing to the President. The President shall either refer the proposal to an appropriate committee for consideration and recommendation or place it on the agenda of the next scheduled meeting of the Board.

L. Meetings of the Board of Directors

1. Board meetings should be held monthly but not less than once per quarter. Notice of the meeting and the agenda thereof shall be sent to each Director at least ten (10) days prior to said meeting.

2. The President may, when he/she deems necessary, or the Secretary shall, at the request in writing of a majority of Directors of the Board, issue a call for a special Board meeting. The call for a special board meeting must be at least 24 hours prior to the appointed meeting time.
3. The Board shall have the option of meeting by phone or other electronic device deemed appropriate in order to conduct special Board meetings.
4. Board meetings shall be open to the general membership and their attendance is encouraged

M. Absence

Should a Director be unable or unwilling to attend a regular or special meeting of the Board, he/she shall communicate to the President or Secretary the reason for such absence. Should a Director be absent from three (3) consecutive meetings, the Board may review the reasons for absence and, if deemed unacceptable, the Board may declare the seat vacant by majority vote of the Board.

ARTICLE VI – ELECTIONS TO THE BOARD

A. Qualifications of Candidates

1. Must be a member in good standing.
2. Must be approved by the nominating committee.
3. Must be a member of AAW.

B. Nominating Committee

1. A nominating committee will be appointed by the President in concert with the Board of Directors in August of each year for the purpose of soliciting qualified and interested members for election to the Board of Directors.
2. Membership:
 - a) One current member of the Board of Directors who is to be chairperson
 - b) One Director Emeritus who is a former Board member.
 - c) One general member of the Chapter.
3. Responsibilities
 - a) Accept nominations for candidates.
 - b) Seek out and encourage qualified candidates who would not otherwise run.
 - c) Interview and review all candidates including incumbents to:
 - i.) Insure that all nominees are willing to serve and are dedicated to providing education, information and organization to those interested in woodturning.
 - ii.) Be alert for candidates interested in a board position solely for personal self interest.
 - iii.) Select at least one and preferably two candidates for each open position.
 - d. Provide slate of nominees to the Board of Directors for review no later than the first of October of the year of the election.

ARTICLE VII – OFFICERS

A. Number and election.

The officers shall be elected by a majority vote of the paid up members attending the November meeting of each year and will become members of the Board of Directors for the next year. A slate of candidates shall be proposed by the Board of Directors at the October meeting. There may be nominations from the floor, provided that each nomination from the floor shall be seconded. Such additional officers and assistant officers and committee members as deemed necessary may be elected by the Chapter members or appointed by the Board of Directors.

B. Term of office.

The officers shall serve for a period of one year from the 1st day of January of each year or until their successors are elected and take office.

C. Duties

1. President

The President is the principle executive officer of the Chapter and, subject to the control of the Board, and shall in general supervise and control all of the business and affairs as the Managing Director

of the Chapter. The President may sign, with the Secretary or any other proper Officer of the Chapter authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, to some other Officer or agent of the Chapter or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

The President shall also perform the following duties:

- a) Preside at the meetings of the Chapter and of the Board of Directors.
- b) Designate, with Board assistance, all committees and their chairmanship.
- c) Appoint annually the Nominating Committee chair.
- d) Coordinate the Chapter's activities and programs and conduct any necessary business with AAW.
- e) Ensure that all orders and resolutions of the Board are placed in effect.
- f) Supervise all other officers of the Chapter and see that their duties are properly performed.
- g) Submit a report of the operations of the Chapter for the preceding year to the Members.
- h) Perform such other duties as are necessarily incident to the office of the President.

2. Vice President

In the absence of the President or in the event of his/her death, inability or refusal to act, the 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. The Vice President is responsible for coordinating program events and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

3. Secretary

The Secretary shall keep the minutes of the general membership and Board meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the Chapter records, keep a register of the post office address of each Officer and Director and in general perform all duties incident to the office of Secretary. They will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

4. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for moneys due and payable to the Chapter from any source whatsoever, and deposit all such moneys in the name of the Chapter in such banks, trust companies or other depositories that shall be selected in accordance with these Bylaws, and in general perform all the duties incident to the office of Treasurer.

Furthermore, the Treasurer will have the following responsibilities:

- a) Keep full and correct account of receipts and disbursements in the books belonging to the Chapter.
- b) Dispose of funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements.
- c) Render to the President and members of the Board, timely and accurate financial statements as requested.
- d) Provide to the Board meeting at the end of each fiscal year, a written report of the Chapter's financial status, which any member may inspect upon request. The Treasurer's accounts will be audited at the end of the fiscal year by an independent representative appointed by the Board.
- e) Submit such tax, corporate and financial forms to Federal and State governments as may be required by those bodies.
- f) Perform such other duties as may be assigned from time to time by the President and the Board.

5. Director of Membership

The Director of Membership shall work with the Treasurer to maintain a current list of paid-up members for the utilization of the general membership and the officers. The Director of Membership is responsible for issuing membership cards, providing name tags for the monthly meetings, validating the officers' membership to AAW and promoting new membership into both the Chapter and the national organization of AAW. They will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

6. Director of Inventory Control

The Director of Inventory Control shall maintain a list of all assets belonging to the Chapter and ensure the use and storage of these assets is properly managed. The list will include for each asset, but not be limited to: 1) date and cost of purchase, 2) description, 3) current location of storage, 4) person responsible for storage, 5) condition or disposal of asset. The Director of Inventory Control will provide the current list for Board's review November of each year. They will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

7. Director of Communications

The Director of Communications shall coordinate and oversee communication of Chapter activities to the general membership. This includes providing a newsletter and maintaining the Chapters' website. This officer may solicit assistance for writing the newsletter and keeping the website current. The newsletter will be available for all members either through electronic means or via postal transmission. They will perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

8. Director of the Library

The Director of the Library shall coordinate and oversee the library collection, amend it as needed and make it available to the Chapter members. This includes oversight of the YouTube video library and the collection of Chapter-made videos made available online to Chapter members. The Director will complete an annual inventory and report the results of the inventory to the Board annually.

9. Director of Store Sales

The Director(s) of Store Sales shall coordinate and oversee the Chapter Store inventory, amend it as needed and make it available to the Chapter members. The Director shall: 1.) record the date, cost, quantity, description, and vendor of each purchase for all items; 2) identify the current location of storage, the person responsible for storage, and the condition or disposition of all items purchased. The Director of Store Sales will complete an annual inventory and provide the current list for the Board's review in the first quarter of each year.

10. Directors-At-Large

The up to six (6) At-Large Directors may be assigned or volunteer to perform various ad hoc or continuing duties as determined and approved by the Board or be appointed by the President with the approval of the Board, to fill the vacancy left due to the resignation of any of the above Directors. Such assignments may include chairing of such committees as: Nominating committee; Mentorship committee; and any other committee.

ARTICLE VIII -INDEMNIFICATION

In addition to the Liability and Indemnification provisions as set forth in the Articles of Incorporation of the SPSW every Director, Officer, or committee of the Chapter shall be indemnified by the Chapter against all expenses and liabilities, including settlement and counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved, by reason of being or having been a Director, Officer or committee member of the Chapter, whether the person is a Director, Officer or committee member at the time such expenses are incurred, except in such cases wherein the Director, Officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE IX - CONTRACTS, LOANS, CHECKS, DEPOSITS

A. Contracts

The Board of Directors may authorize any Officer, Officers or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority shall be general or confined to specific instances. Such authorization shall be made in writing to the authorized person and a copy shall be retained on record by the Secretary. The board may approve financial obligations without seeking general membership approval; however it shall be restricted to a set dollar amount that has been approved by the general membership in advance. All financial obligations that exceed this set amount must be approved by the general membership. This set amount may be amended only by majority vote of the membership in attendance at a regular membership meeting.

B. Loans

No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by majority vote of the membership in attendance at a regular membership meeting. Such authority may be general or confined to specific instances. Such authorization shall be made in writing to the authorized person and a copy shall be retained on record by the Secretary.

C. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by the Treasurer, or in the event the Treasurer is unavailable, by the President, Secretary, or Vice President in that order.

D. Deposits

All funds of the Chapter not otherwise employed shall be deposited no less than monthly to the credit of the Chapter in such banks, trust companies or other depositories as the Board may select. Specific authority is hereby granted to open both savings and checking accounts in the Chapter name in such banks, trusts or other depositories as the Board may authorize. The Officers of the Chapter shall be empowered to deposit moneys into these accounts ;however, withdrawals require the same level of control as stated for Checks, Drafts above.

ARTICLE X - FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January in each year.

ARTICLE XI – INDEBTEDNESS

AAW’s National Office must be notified in writing prior to the Chapter incurring indebtedness for AAW.

ARTICLE XII – DISSOLUTION.

Upon dissolution of the Chapter, all assets remaining after disposition of all liabilities and satisfaction of all expenses will be distributed in accordance with applicable laws for non-profit organizations as decided by a two-thirds vote of the Board. Such vote shall take place on a date established by the President and shall occur not less than thirty (30) days prior to dissolution.

ARTICLE XIII – AAW’s FISCAL AND LEGAL DISCLAIMERS

The American Association of Woodturners, Inc. specifically disassociates itself from any debts obligations or encumbrances of the South Puget Sound Woodturners. The Board of Directors of AAW is not responsible for the debts nor shares in the profits of the South Puget Sound Woodturners.

AAW does not shoulder any legal liability for accidents that occur during events of any kind whether sponsored or not sponsored by the South Puget Sound Woodturners.

ARTICLE XIV - AMENDMENTS

Proposed changes to these Bylaws, either from the general membership or from a member of the board, must be submitted in writing to the Secretary. The Board of Directors will review all proposed changes and if a majority of the Board determines that addition, revision or repeal of any portion of these Bylaws is required, then that act must be sent out to each member in the manner the member selected for their newsletter distribution, and posted on the chapter website, a minimum of two weeks before the general meeting and then

approved by a majority of the qualified general members of the Chapter present at the general meeting. Copies of all modifications to these By-laws must be filed with the National office of AAW.

ARTICLE XV - ACCEPTANCE OF BYLAWS

The foregoing bylaws of the South Puget Sound Woodturners, a chapter of the American Association of Woodturners, Inc. are intended to repeal and replace the April 21, 1994 bylaws of this chapter, as of the date of their passage. These By-laws were adopted by a majority vote of paid up members in attendance, at the regular monthly meeting on the 20 th day of January 2005.

Dated this 15th day of December 2011.

Timothy Ramsaur, Secretary

Amended on February 16, 2017 by unanimous vote of the General Membership.

Fred Abeles, Secretary