

**BY-LAWS FOR
THE NORTHWEST WASHINGTON WOODTURNERS
CHAPTER
OF THE
AMERICAN ASSOCIATION OF WOODTURNERS, INC.
A NONPROFIT CORPORATION
(October 22, 2015 Revision)**

ARTICLE I - ORGANIZATION AND LOCATION

The Northwest Washington Woodturners (NWW) chapter of the American Association of Woodturners, Inc. (AAW), referenced herein as the Chapter, is organized as a forum for individuals interested in woodturning.

NWW was formed on April 18, 1996 and incorporated in the State of Washington on October 29, 2008 as a non-profit corporation, acting as an IRS 501(c)(7) tax-exempt hobby club.

NWW members are primarily from the northwestern part of Washington and southern British Columbia.

ARTICLE II - OFFICES

The principal office of the Chapter is located at the current President's mailing address.

The Chapter shall have and 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 (RCW24.03). The registered office may be, but need not be, changed by the Chapter Board of Directors (the Board).

ARTICLE III - RELATION OF CHAPTER TO THE CORPORATE ORGANIZATION

All Officers of NWW are required to become members in good standing of the AAW. All members of NWW are urged to become members in good standing of the AAW.

While it is understood that the parent organization, AAW, will provide advice and counsel as requested, the nature and extent of NWW activities are determined by NWW.

ARTICLE IV – CHAPTER PURPOSES

The Chapter's purposes, in addition to supporting the general purposes of AAW, are to:

1. Provide a meeting place for local wood turners.
2. Share ideas and techniques regarding the woodturning craft.
3. Trade wood.
4. Exchange ideas and information about tools.
5. Provide for training and growth in the field of woodturning for the members.
6. Promote woodturning as an art form and a craft.
7. Promote good safety practices during all club woodturning activities.

ARTICLE V - MEMBERSHIP DUES

Annual membership dues for the Chapter will be set by the Board and approved by a majority vote of a Quorum of Members (see Article X) at a general meeting. Membership includes all family members residing at the same address.

Dues are payable in January of each year. The Board may periodically increase dues without requiring modification to these by-laws. Membership dues for new members paid after June 30 will be as follows:

1. Dues paid from July 1 to October 15 will be 50 percent of the annual membership plus the cost of a name tag, which may vary.
2. Dues paid after October 15 will be for the remainder of the current year as well as for the following calendar year.

ARTICLE VI - MEETINGS

The Chapter will hold a meeting each month except for December. The Chapter has no general meeting in December. The Board will determine the meeting time. Meetings will be held at locations specified in the club newsletter, and/or as posted on the club's website at least seven days prior to the meeting.

ARTICLE VII – BOARD OF DIRECTORS

A. General Powers of the Board of Directors

The property, affairs, activities, and concerns of the Chapter shall be vested in a Board of Directors. The Board shall be charged with responsibility for the operation of the Chapter and the prudent conduct of its business consistent with these by-laws and the laws of the State of Washington. Members of the Board (Directors) are required to be members of AAW.

B. Board Duties

The Board shall:

1. Hold meetings as addressed in Article VI.
2. Produce and circulate documents and publications that support 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 interests and welfare of the Chapter and its members.
6. Have a working knowledge and understanding of the by-laws, policies, and procedures of the Chapter.
7. Perform its duties in an ethical manner.
8. Be authorized to commit funds without approval of the general membership up to an amount established by the membership. This amount shall be recorded by the secretary and retained on file. The amount may be amended by majority vote of a Quorum of Members (see Article X) at a general meeting.
9. Meet not less than once per quarter.

C. Board Members and Election

Elected officers and appointed chairpersons form the Board, as follows:

1. Elected Chapter Officers shall be President, Vice President, Secretary, Treasurer, and four (4) Members-at-large.
2. Appointed Board members shall include (but not be limited to) Newsletter Editor, Program Chair, Membership Chair, Mentor Chair, Past President/Advisor, Website moderator and Library Chair.

Elections shall normally be held at the November general meeting (Election Meeting). An election committee of three members in good standing appointed by the President and approved by the Board will make nominations and conduct the election. Voting may be by secret ballot at the Election Meeting, if needed. Officers shall be elected by a majority vote of a Quorum of Members (see Article X) at the Election Meeting.

Nominations for office may be made by the membership at the October meeting, prior to the Election Meeting. Nominees must be members in good standing with NWW and AAW. They must be willing and agreeable to holding office and understand the duties they will be asked to perform. Their names will then be placed on the ballot. Candidate names shall not be removed, except for cause approved by the Board. The nominations shall be closed at the meeting prior to the Election Meeting. A write-in space for each position will be included in the ballot.

Should two members wish to share the responsibility of a single office, they may do so. However, the shared office is only entitled to one vote on the Board.

D. Term of Office

Each Officer, with the exception of the President and Vice President, shall hold office for a period of two calendar years. Newly elected Officers will assume office in January of the year following the November election.

The terms of the President and Vice President shall be one year each, with the Vice President automatically becoming President after serving one year as Vice President. A Vice President shall be elected each year and assume that office in January of the year following his/her election. The Vice President shall assume the office of President in January of the second year following his/her election.

The term will begin in January of odd numbered years for Treasurer and Members-at-Large Positions 1 and 3.

The term will begin in January of even numbered years for Secretary and Members-at-Large Positions 2 and 4

E. Officer Removal

Any elected or appointed Officer may be removed when the best interests of the Chapter would be served by such removal. Removal shall be accomplished by a majority vote of a Quorum of Board Members (see Article X) at a general meeting.

F. Officer Vacancies

A vacancy in any office, other than that of the President, due to death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term by a person chosen by the president, and approved by the board.

The Vice President shall perform the duties of President when the President is unable or refuses to fulfill the President's duties.

G. Board Member Duties

1. The **President** is the principal executive officer of the Chapter. The President shall:
 - Supervise the business and affairs of the Chapter.
 - Conduct Chapter meetings.
 - Make decisions as necessary to ensure the Chapter operates smoothly and for the benefit of the membership.
 - Appoint committees and chairpersons, with the approval of the Board.
 - Ensure notices are duly given to members as required by the By Laws.

2. The **Vice President** shall:
 - Perform the duties of President when the President is unable or refuses to fulfill the President's duties. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions of the office of President.
 - Perform other duties as may be assigned by the President.

3. The **Secretary** shall:
 - Maintain the minutes of Board meetings and those portions of the general meetings during which official business is conducted.
 - Distribute minutes to all Board members before the next board meeting.
 - Maintain the official records including, but not limited to, a current copy of the by-laws, the articles of incorporation, and a record of NWW policies.
 - Make copies of the recent Board meeting minutes available to the membership in a reasonable time frame via the club website.
 - Generally perform all duties expected of the office of Secretary and other duties as may be assigned by the President.

4. The **Treasurer** shall:
 - Maintain current and accurate records of all monies that flow through the chapter.
 - Maintain an inventory of Chapter assets. The inventory shall include item description, purchase date, purchase price and/or item value when obtained.
 - Generally perform all duties expected of the office of Treasurer and other duties as may be assigned by the President.

5. Each **Member-at-large** shall:
 - Participate in Board meetings and act as liaison for the general membership.

- Perform other duties as may be as assigned by the President.
6. The **Newsletter Editor** shall:
- Manage production and publication of the newsletter.
 - Provide the newsletter to the Website Moderator for posting.
 - Perform other duties as may be assigned by the President.
7. The **Program Chair** shall:
- Schedule programs for the general meetings and other events as decided by the Board.
 - Arrange for visits by outside demonstrators, demonstrations by NWW members, and visits of NWW to other chapters.
 - Ensure program activities comply with insurance requirements.
 - Appoint Program committee members and delegate responsibilities as deemed appropriate.
 - Perform other duties as may be assigned by the President.
8. The **Membership Chair** shall:
- Issue membership cards, order name tags, validate officers' membership in AAW, and promote membership in both the Chapter and the AAW.
 - Assist the Treasurer in collecting membership fees and all other monies belonging to the Chapter.
 - Keep membership roster up to date and distribute to board monthly and membership quarterly.
 - Perform other duties as may be assigned by the President.
9. The **Mentor Chair** shall:
- Establish and maintain a basic mentoring program for beginning wood turners. The program will include both classes for those new to woodturning as well as one on one mentoring following guidelines and procedures established by the AAW.
 - Establish and maintain a specialty mentoring program that connects members with other members who have experience and skills in specific turning specialties.
 - Perform other duties as may be assigned by the president.
10. The **Past President/Advisor** shall be a member of the Board for one year following the conclusion of his/her presidency and shall:
- Serve in an advisory capacity to the President and other officers, as needed.
 - Perform other duties as may be requested by the President.
11. The **Website Moderator** shall:
- Maintain and update the website.
 - Post the monthly board minutes as approved by the board.
 - Perform other duties as may be assigned by the President.
12. The **Library Chair** shall:
- Maintain and make available to the membership the contents of the club library.

- Keep an inventory of the club library, and make the rules pertaining to the library known to the membership.
- Be authorized to purchase books and video materials to augment the library.
- Perform other duties as may be assigned by the President.

13. The **Events Chair** shall:

- Appoint Events committee members and delegate responsibilities as deemed appropriate.
- Prepare a budget for each event for pre-approval by the Board.
- Schedule, organize, promote and coordinate NWW participation in events as approved by the Board.
- Ensure NWW participation in events complies with insurance requirements.
- Keep a written record of event contact information for future reference.
- Perform other duties as may be assigned by the President.

14. The **Educational Outreach Chair** shall:

- Schedule, coordinate and lead NWW involvement with woodturning education efforts in schools and other educational organizations within the NWW membership area.
- Appoint Educational Outreach Committee members as needed and delegate responsibilities as deemed appropriate.
- Prepare a budget for activities for approval by the Board prior to expenditures.
- Ensure NWW participation in Outreach activities complies with any insurance requirements.
- Keep a written record of activity contact information for future reference.
- Perform other duties as may be assigned by the President.

ARTICLE VIII – INDEBTEDNESS

All functions of NWW are on a cash basis. NWW may not incur any debt through the actions of the Officers or its members.

ARTICLE IX - DISCLAIMERS: FISCAL AND LEGAL

AAW and NWW are legally separate entities and specifically dissociate themselves from any debts, obligations, or encumbrances of the other. Neither AAW nor NWW shall incur any legal liability for accidents that occur during events of any kind, sponsored or unsponsored by the other organization.

ARTICLE X – QUORUM AND ORDER OF BUSINESS

A Quorum of Members shall consist of 35 percent of the paid membership. A Quorum of the Board shall consist of 50 percent of the elected Board members. Meetings shall be conducted following the usual rules of parliamentary procedure, the use of which is to assist proceedings. The principles are: the majority rules, the minority has the right to be heard, and courtesy shall be extended to all.

ARTICLE XI – INSURANCE

As a chapter of AAW, NWW will use insurance available through AAW or better insurance coverage via commercial vendor. All demonstrators from NWW must be AAW members to be covered by insurance. Demonstrators that are

not members of NWW must be AAW members in good standing or covered for liability by an adequate insurance policy.

ARTICLE XII – DISSOLUTION

Upon dissolution of the Chapter, all assets remaining after outstanding liabilities and expenses have been satisfied will be distributed as decided by a two-thirds vote of the Board. Such vote shall take place on a date established by the President. The date shall be published in the newsletter, and shall occur not less than 30 days prior to dissolution.

ARTICLE XIII – CHAPTER SAFETY

Demonstrations are to be conducted solely at the discretion of Chapter Officers. All safety guidance and instruction is to be under their explicit direction and control. As a general policy, generally accepted safety practices are to be followed. The AAW and the NWW strongly recommend placing signage or notices on or around lathes used for demonstration; and requiring safety eye protection and full-face shields to be used. Use of dust masks and hearing protection is also recommended. Chapter-owned lathes are potentially dangerous instruments to be used only under Chapter-provided supervision.

ARTICLE XIV - AMENDMENTS

The Chapter By-laws may be altered, amended, or repealed. New by-laws may be adopted by a 60 percent affirmative vote of a Quorum of Members (see Article X) at a general meeting. Copies of all modifications to the by-laws must be filed with the national office of AAW.

The Chapter by-laws will be reviewed no less frequently than biannually in even numbered years.

ACCEPTANCE OF THE BY-LAWS

These by-laws have been adopted and/or revised by the Chapter, located in Mount Vernon, Washington:

- Adopted on April 18, 1996.
- Revised and adopted on November 19, 1998.
- Revised and adopted on September 15 2005.
- Revised and adopted on April 20, 2010.
- Revised and adopted on October 20, 2011.
- Revised and adopted on October 18, 2012.
- Revised and adopted on October 22, 2015