

By-Laws

of

**Buckeye Woodworkers and Wood Turners (Hereinafter called BWWT)
A chapter of the American Association of Wood turners, Inc. (Hereinafter called AAW)
A Nonprofit Corporation**

ARTICLE I - ORGANIZATION AND LOCATION

BWWT organized as a forum for individuals interested in woodturning and woodworking was formed on September 18, 1993. The primary purposes of BWWT with regards to woodturning are consistent with the fundamental purposes of AAW, "to provide Information, education and organization to those interested in woodturning." The second primary purpose for BWWT is to provide information, education and organization to those interested in other aspects of woodworking. BWWT membership is drawn predominantly from, but not limited to, northeastern Ohio.

ARTICLE II – OFFICE

The principle office of this organization will be located with the official location of the presiding BWWT President. Correspondence to BWWT may be addressed through the current President or current Secretary at the physical or email addresses shown in the Membership Roster or the BWWT Newsletter, as well as, the BWWT.org website. Updates of contact information will be communicated to AAW HQ by the BWWT Secretary as appropriate.

ARTICLE III - RELATION OF BWWT TO AAW

General Members of BWWT are members in good standing with AAW.

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

Demonstrations, as part of the normal activities of BWWT, are to be conducted solely at the discretion of the Officers of BWWT. All safety procedures and instructions are to be under the explicit direction and control of the Officers of BWWT.

As recommended by AAW, notice will be given to participants during any demonstration where woodworking and/or woodturning equipment is used, that safety eye protection, preferably a full-face shield, must be worn and all additional appropriate safety precautions must be observed while operating any woodworking or woodturning equipment.

ARTICLE IV - PURPOSES

In addition to the primary purposes, as stated in Article I, the other purposes of BWWT are to:

1. Provide a meeting location for members.

2. Share ideas regarding woodworking including power equipment, safety, building material, techniques and design. To share ideas regarding woodturning including lathes, safety, turning tools, turning materials, turning techniques, and design of turned objects.
3. Exchange wood and other woodturning and woodworking materials.
4. Inform members about activities of interest to woodworking and woodturning.
5. Promote woodworking and woodturning as an art form and a craft and provide mentoring and educated guidance to new woodworkers and wood turners.

ARTICLE V - MEMBERSHIP AND FEES

General Members

General Members are members in good standing of both BWWT and AAW. General Members may conduct demonstrations without having personal liability insurance; they are covered under the policy provided by AAW.

Associate Members

Associate Members are members in good standing with BWWT, but not members of AAW. Associate members may only conduct demonstrations with proof of personal liability insurance. Proof of personal liability insurance must be presented to the chairman of the demonstration committee or other BWWT Officer or Advisory Board member prior to an associate member performing any demonstration.

Student Members

Student Members are student members under the age of 18. Student Members must be accompanied to meetings and activities by a parent or guardian. The student membership fee will be determined by the BWWT Officers and Advisory Board at a level to recover the costs associated with mailings and activity promotions. Student Members will be non-voting members.

Honorary Members

Honorary Members are General or Associate members who have served BWWT in an outstanding manner over several years. They are voted to honorary status by the General and Associate Membership and are exempt from payment of membership fees to BWWT.

Membership Fees

The fees for membership in BWWT will be periodically reviewed and determined by the BWWT Officers and Advisory Board. The fee structure will be set to encourage membership in the AAW and will be reported to the membership by the Officers or Directors in the July edition of the newsletter. Fees will be payable at the beginning of the fiscal year. Fees for new members are payable upon joining. Members joining after the June meeting shall be considered to have paid for the following year as well as the balance of the current year without any additional charges.

ARTICLE VI - MEETINGS

BWWT will meet a minimum of 12 times per year. The meeting dates and locations are to be determined by the General and Associate Members by vote at a regularly scheduled BWWT

meeting. Notice of meeting date, location and content will be announced in a newsletter (or web site).

ARTICLE VII – OFFICERS

A. Advisory Board:

The Advisory Board will consist of two “at-large” BWWT members and the previous club president. The officers of the BWWT club shall also have the option of adding a third “at-large” advisory member, if they feel that there is a need for one.

B. Officers/Appointees:

There are four principle officers of BWWT: President, Vice-President, Secretary and Treasurer. In addition to the three advisors and the four primary officers, there are three positions appointed by the officers, the Newsletter Editor, Librarian, Membership Administrator, and Education Coordinator.

The President, after serving a one year term, replaces his predecessor on the Advisory Board and the outgoing Vice-President assumes the Presidency for one year. This effectively places a consecutive term limitation of one year on these two offices. There is no consecutive term limitation on the offices of Secretary or Treasurer.

Since the Vice-President assumes the Presidency the following year, there will be three officer positions open for election each year. The Vice-President, Secretary, and Treasurer will be elected by the General and Associate members in attendance at the November regular club meeting. Nominations must be offered and accepted in accordance with Article VIII – Nomination of Officers prior to the election.

If removal of an officer is required or officer vacancies occur, actions as defined in Article VII – Officers D. Removal or Article VII – Officers E. Vacancies will be enacted.

C. Non-elected Positions:

The President is empowered to create any temporary position deemed necessary. The President, with the advice and consent of the Advisory Board and the other elected officers, may appoint members to temporary positions for a term to be determined by the President. The President is empowered to remove, replace and/or terminate temporary positions without notice to or discussion by the membership or the Advisory Board.

D. Removal:

The membership may remove any elected Officer when it is deemed that the best interests of BWWT would be served by such removal. Removal will be accomplished by a majority affirmative vote of General and Associate Members attending a regularly scheduled meeting. The vote shall be announced at a regularly scheduled meeting and through a mailing from the Officers. Voting will be made by secret ballot at the next regularly scheduled meeting; any members not able to attend may elect to cast their vote through mailed ballots or via email to a designated officer.

E. Vacancies:

The President, with the approval of the other BWWT officers and Advisory Board, may appoint a qualified General Member or Associate Member to a vacant office, or may call for

an election. An election will be decided by a majority vote of General and Associate Members casting ballots at a regularly scheduled meeting or by mail or email ballot to a designated officer.

F. President:

The President shall be the principle officer. The duties of President include, but are not limited to, the following:

1. Supervision and control of the business and affairs of BWWT.
2. Call or cause to be scheduled meetings of the Officers and Advisory Board as well as any required special non-regular BWWT general membership meetings.
3. Preside at all meetings except committee meetings presided over by the respective chairpersons.
4. Appoint committees with the approval of the other BWWT Officers and Advisory Board.
5. Is, ex-officio, a member of all committees but may appoint another Officer as a stand-in.

G. Vice President:

In the absence of the President, or in the event of the President's death, inability to serve, or refusal to act, the 1st Vice President shall perform the duties of the President. When so acting, the 1st Vice President shall have all the responsibilities, duties and powers of the President and shall be subject to all the restrictions upon the President. The 1st Vice President shall perform such other duties as may be requested by the President.

The 1st Vice President shall have responsibility for the tools, machines and real property owned by BWWT including, but not limited to, receipt, disposition, storage, maintenance and those other matters necessary to keep the property in proper condition. The 1st Vice President shall also keep the Treasurer informed as to what has been disposed of and currently owned and its condition for valuation purposes.

H. Secretary:

The Secretary shall keep minutes of Officer/Advisory Board meetings and of those portions of regular meetings during which official business is conducted and shall distribute same to all Officer/Advisory Board members. The Secretary shall see that notices are duly given to members as required by the bylaws and shall maintain the official records including, but not limited to, a current copy of the bylaws, Articles of Incorporation and tax exemption determination letter.

In general, the Secretary will perform all duties incident to the office of Secretary and such other duties as may be requested by the President.

In the absence of a separate Newsletter Editor, the Secretary shall publish and distribute a newsletter during months when general meetings are held and at such other times as directed by the President. Distribution shall include all members in good standing, the BWWT website Administrator and such others as the President directs.

I. Treasurer:

The Treasurer shall collect all membership fees and other monies. The Treasurer is responsible for maintaining current and accurate records of all monies and assets, including tools, machines, real and investment. The Treasurer will maintain, with the assistance of the

Membership Administrator, a current list of members in good standing in all membership categories and shall inform the Membership Administrator of new or dropped members for the purpose of updating the membership roster and the mailing list. In general, the Treasurer will perform all the duties incident to the office of Treasurer and such other duties as may be requested by the President.

The Treasurer shall file an annual information return to the Internal Revenue Service whenever the gross receipts of BWWT equal or exceed \$25,000 using Form 990 or 990 EZ and shall retain a copy of this Form and its supporting ledgers available for public inspection for three years after the latter of the due date of the return or the date the return is filed. At the conclusion of said three year period, said supporting ledgers shall be destroyed but copies of the filings shall be retained for internal use and/or inspection by the IRS for seven years. Supporting ledgers shall include all entries necessary to compile the information required by Form 990 or 990 EZ, a copy of which shall be distributed to the Secretary.

J. Previous President:

The previous President shall serve in an advisory capacity to the presiding President and other officers and will serve a one year term as a member of the BWWT Advisory Board. The previous President may perform such other duties as may be requested by the President.

K. Newsletter Editor:

The Newsletter Editor, under the direction of the Secretary, shall publish and distribute a newsletter during months when general meetings are held and at such other times as directed by the President. Distribution shall include all BWWT members (general, associate & student) in good standing, the BWWT website Administrator and such others as the President directs.

L. Librarian:

The Librarian, under the direction of the Officers and Advisory Board, will be responsible for all BWWT library assets. The Librarian will ensure that the resource materials are organized and available for checkout by members and that the system used to control the checkout/check-in system is adequate to ensure that the location of all library titles is known at all times. The Librarian is to set time allowances for members who have checked out titles and if members exceed the allotted time, make initial contact to notify them that they are delinquent. If the delinquency is not resolved, the matter will be referred to the Officers/Advisory Board for assistance.

M. Membership Administrator:

The Membership Administrator, under the direction of the Treasurer, shall maintain the official membership roster and phone list, which includes, but is not limited to, all members in good standing. The Membership Administrator shall ensure that printed copies of the current newsletter are sent to all members that do not have internet access, postage costs will be reimbursed at the next regularly scheduled BWWT meeting.

N. Education Coordinator:

The Education coordinator, under the direction of the Officers and Advisory Board, coordinates the club Turn and Learn sessions for the members. The Education Coordinator also assists with the annual Camp Y-Noah campers hands on sessions.

ARTICLE VIII - NOMINATION OF OFFICERS

Prior to the holding of elections, the President shall appoint, with the advice and consent of the other current Officers and Advisory Board, General or Associate Members to a Nominating Committee which shall select a candidate for each vacancy to be filled (except President and Past President) and present the slate of candidates to the members. The Nominating Committee will assure, to the extent possible, the qualifications of each candidate and the willingness of the candidate to serve if elected.

Members in good standing may nominate members for consideration for election to any or all vacant positions. Any member making a "floor" nomination will assure, to the extent possible, the qualifications of each candidate and the willingness of the candidate to serve if elected.

ARTICLE IX – SPENDING DELEGATION AND INDEBTEDNESS

The officers and Advisory Board are delegated authority to spend up to \$200 per occurrence on behalf of the club for on-going club expenses and other small purchases needed for club activities. This is to be considered discretionary spending and requires a majority approval by the combined Officer and Advisory Board members. All individual BWWT expenditures exceeding \$200 must be authorized by a majority vote by members attending a BWWT monthly meeting.

Financial activities of BWWT are transacted on a cash basis. BWWT may not incur any debt through actions of its officers, advisors or members. This does not preclude the possibility that BWWT may at some point secure a credit card to use for on-going business and in instances where a credit card is the only option for holding reservations for club activities or for pre-payment to secure a professional demonstrator. All credit card activity will be reconciled by the Treasurer as statements are received and promptly paid in full. Balances shall not be carried forward to the following month unless a specific charge or charges are being contested.

ARTICLE X - DISCLAIMERS: FISCAL AND LEGAL

AAW and BWWT are legally separate entities and specifically disassociate themselves from any debts, obligations, or encumbrances of the other. Neither BWWT nor AAW shoulders any legal liability for accidents that occur during events of any kind sponsored or un-sponsored by the other organization.

ARTICLE XI - INSURANCE

As a chapter of AAW, BWWT will utilize insurance available through and required by AAW. All demonstrators from BWWT must be General Members to be covered by insurance. Demonstrators that are not members of BWWT must be members in good standing of AAW or they must have personal liability insurance which covers injury to any person or property while the member is participating in a demonstration. Such proof of coverage will be

submitted to the chairman of the demonstration committee or other BWWT Officer or Advisory Board member prior to performing any demonstration

ARTICLE XII - AMENDMENTS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a vote of the simple majority of the qualified, General and Associate Members of BWWT casting ballots at a meeting of the members. Any proposed changes to these By-laws shall be announced at a regular meeting and by email at least one month in advance of the meeting at which the vote will be taken. Members not having internet access will be notified by phone of the changes and of the date that the vote will take place. Copies of all modifications to these By-laws must be filed with the Administrative Office of AAW.

ARTICLE XIII - MEMBER NOTIFICATIONS

Annually, in the January edition of the newsletter, the membership shall be notified of the following information:

- The name, address and phone number of each of the elected officers
- The primary and correspondence mailing address of BWWT
- The membership fee structure

ARTICLE XIV - -- QUORUM AND ORDER OF BUSINESS

A Quorum shall consist of those General and Associate Members present at a scheduled general meeting or a majority of the Officers/Advisory Board present at a scheduled Board Meeting. Meetings shall be conducted following the usual rules of parliamentary procedure, the use of which is to facilitate proceedings. The principles are: the majority rules, the minority has the right to be heard, courtesy shall be extended to all. In the event of a dispute, Roberts Rules of Order, Modern Edition shall be consulted.

ARTICLE XV - BWWT DISSOLUTION

Dissolution of BWWT must be ratified by a majority vote of members present at a regularly scheduled meeting. Two months prior to the vote, notification of the date, time and place of the vote must be communicated to 100% of the current members of BWWT. Email will be the primary mode of communication. The email that is sent will be considered as notification to the member. It is the responsibility of each member with email capability to read the notice. For those not having email capability, they will be notified by phone.

Upon Ratification:

1. All BWWT assets and the current membership list will be frozen. The current membership list is defined as all general, associate and honorary members in good standing as validated by the Treasurer and the Membership Administrator. A Dissolution Team comprised of the President, Vice-President, Treasurer, Secretary and

the two Advisors in office at the time the dissolution is ratified will be responsible for execution of the dissolution.

2. All BWWT assets will be auctioned to members on the frozen current membership list. The date, place, time, items included and all other pertinent information regarding the auction will be communicated to all members on the frozen current membership list using whatever communication techniques make the most sense (Mail, Email, phone etc).
3. All assets not sold at the auction will be donated to a high school that offers woodworking curriculum. The designated high school will be determined by the Dissolution Team.
4. Proceeds from the auction will be deposited in the BWWT bank account. The total bank account balance less any outstanding bank fees will then be distributed evenly to all members on the frozen current membership list. The method of distribution will be determined by the Dissolution Team. After the distribution is complete and all obligations to the bank are settled, the Treasurer will close the BWWT bank account. All records will be held by a designated individual for a specified period of time as determined by the Dissolution Team.

When dissolution is complete, the Dissolution Team will serve notice of the dissolution to:

All government agencies that require notification

The American Association of Woodturners

All organizations or individuals that have a commitment to BWWT or to which BWWT has a commitment.

ARTICLE XVI – INDEMNIFICATION:

BWWT may indemnify any officer, or member who is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of BWWT by reason of the fact that the individual is or was an, officer, employee, member or agent of BWWT or is or was serving at the request of BWWT against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit, or proceeding if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of BWWT and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

Adopted: 06/04/07

Revised: 10/03/11

Signatures of Officers presiding at the time the bylaws were approved.

Signed original on file with Secretary, copies in BWWT library:

_10/03/11____
Date:

Thomas Johnson
President

_10/03/11____
Date:

Robert Scharl
Vice President

_10/03/11____
Date:

Gerald Schaible
Secretary

_10/03/11____
Date:

William Seabolt
Treasurer