

Bylaws

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, current Secretary or current Treasurer at the physical or email addresses shown in the Membership Roster or the BWWT Newsletter as well as the BWWT.us website. Updates of contact information will be communicated to AAW HQ by the BWWT Secretary as appropriate.

ARTICLE III - RELATION OF BWWT TO 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 and Advisors of BWWT (Hereinafter called the Executive Board). 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 BWWT.

Associate Members

Associate Members are members in good standing with BWWT, but not members of AAW. Associate Members may also conduct demonstrations without personal liability insurance; they are covered under the policy provided by BWWT.

Student Members

Student Members are 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 Executive Board at a level to recover the costs associated with mailings and activity promotions. Student Members will be non-voting members.

Honorary and Hall of Fame Members

Honorary and Hall of Fame Members are General or Associate members who have served BWWT in an outstanding manner for at least five years. They are voted to honorary status by the Executive Board after candidates have been nominated from the membership. Honorary and Hall of Fame members are exempt from payment of membership fees to BWWT. Honorary and Hall of Fame members shall retain such status for life.

Membership Fees (BWWT and AAW)

The fees for membership in BWWT will be periodically reviewed and determined by the Executive Board. Membership renewal fees are due and payable no later than the beginning of the fiscal year. The fiscal year shall be from January 1 through December 31. Members will be notified when renewal dues are being collected either by email, via the website or in an announcement at a regular monthly meeting. 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. The BWWT Treasurer will make new members aware that BWWT is a chapter member of AAW and, while a BWWT member is not required to be an AAW member, there are some possible advantages for them being a member of both. The BWWT Treasurer will also provide the new member with information needed in order to join AAW if they choose.

ARTICLE VI - MEETINGS

BWWT will meet 12 times per year unless cancellation of a scheduled meeting is warranted and approved by a majority of the Executive Board. The meeting dates and locations of regularly scheduled monthly meetings are to be approved by the General and Associate Members by vote at a regularly scheduled BWWT meeting. Meeting dates, location and content will be included on the BWWT website and in the BWWT monthly newsletter maintained on the club website.

If it becomes necessary to change the date, time or location of an established meeting, the new meeting will be announced to and approved by the membership as far in advance as practical. If an emergency situation occurs where gaining membership approval for changing the time/date of a particular monthly meeting is impractical the Executive Board has the authority to change the meeting but must make every effort possible to notify every member of the change.

ARTICLE VII – EXECUTIVE BOARD AND ELECTION OF OFFICERS

A. Governing Body

The governing body of BWWT is an Executive Board that consists of twelve voting members.

B. Temporary Executive Board Members

The Executive Board shall have the option of adding a temporary Executive Board member if the board feels there is a need for one. A short term illness or military duty affecting one of the Executive Board members might be reasons to add an additional advisor. The temporary Executive Board Member will have the same rights and responsibilities of all other board members, will serve until December 31 of the current year, and will be eligible to be elected to a full term at a future Executive Board election.

C. Election of Executive Board Members

There will be 4 members of the Executive Board elected by the BWWT membership each year. Each member of the Executive Board will serve a 3 year term beginning on the first day of the year following the November election of Executive Board members. Executive Board members may be re-elected to serve additional terms as long as the member is willing to serve. For the purpose of starting the election rotation of the board members into the rotation system, a chart will be drawn and each current board member will be placed on the chart by random drawing. The chart will show when each current board member is up for

re-election in 2024, 2025, and 2026. In subsequent years, the three year election term will dictate which positions are to be voted on annually.

The Secretary will maintain the record of when the terms of each Executive Board member will expire. This record will also be recorded in the Executive Board meeting notes in each Executive Board meeting following the election of board members.

Prior to the holding of annual elections, a nominating committee of three Executive Board members will be formed. The nominating committee shall select a minimum of four candidates for the at large Executive Board advisory positions to be filled and present the slate of nominations to the members at the regularly scheduled October meeting. All candidates must have been a member of BWWT for at least one year.

Members in good standing may nominate members for consideration for election to any at large Executive Board position at any time prior to and including the October regular meeting. 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. All nominations will be closed after the October meeting.

Voting by BWWT members for each open Executive Board at large advisory position will be done at the November meeting with written ballots.

D. President, Vice-President, Secretary, and Treasurer Selection and Term

The President, Vice-President, Secretary, and Treasurer will be chosen by the Executive Board from the members of the Executive Board. Each position will have a tenure of one year. Each Executive Board member may serve in their position for an indefinite period of time without term limitations.

E. 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 Executive 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 Executive Board members.
5. Is, ex-officio, a member of all committees but may appoint another Officer as a stand-in.

F. 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 Vice-President shall perform the duties of the President. When so acting, the 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 Vice-President shall perform such other duties as may be requested by the President.

The 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 Vice-President shall also keep the Treasurer informed as to what has been disposed of and currently owned and its condition for valuation purposes.

G. Secretary

The Secretary shall keep minutes of Executive Board meetings and of those portions of regular meetings during which official business is conducted and shall distribute same to all Officers/Advisory Board members. The Secretary shall see that notices are duly given to members as required by the bylaws and is the primary custodian of the bylaws.

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.

H. 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 investments and will maintain official records including, but not limited to BWWT Articles of Incorporation, Tax Exemption Determination Letter and Insurance Policy documents. The Treasurer will also act as Membership Administrator to maintain a current list of members in good standing in all membership categories. 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 will also provide updated and current rosters to various companies and organizations that offer discounts and other incentives to BWWT members.

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.

I. Temporary Non-elected Positions

The President is empowered to create any temporary position deemed necessary. The President, with the advice and consent of the Executive Board 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 Executive Board.

J. Removal of Advisors and Officers

The membership may remove any Advisor, Officer or person in a permanent support position or a temporary position when it is deemed that the best interests of BWWT would be served by such removal. Removal may be accomplished only after a formal request for

removal with specific evidence of potential damage to an interest of BWWT is provided by a BWWT advisor, officer or member in good standing and subsequent to 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 an email communication from the Officers prior to the next regularly scheduled meeting. Voting will be made by secret ballot if at least 1/3 of the total membership is in attendance at the next regularly scheduled meeting

K. Vacancies

If a board member steps down, is removed or otherwise cannot serve as a board member, the president, with a majority approval from the other Executive Board members, may appoint a qualified General Member or Associate Member to fill the remainder of the term. The new Executive Board Member will have all the rights and responsibilities of the board member being replaced and will be eligible to be elected to a full term at the end of the original board member's scheduled tenure.

ARTICLE VIII – SPENDING DELEGATION AND INDEBTEDNESS

The members of the Executive Board are the delegated authority to spend up to \$500 per occurrence on behalf of the club for on-going club expenses and other small purchases needed for club activities. In addition, the members of the board may spend up to \$750 per occurrence for tools or class supplies where the class attendees will be repaying more than 50% of the expense. This is to be considered discretionary spending and requires a majority approval by the Executive Board. All individual BWWT expenditures exceeding \$500 or \$750 for tools or class supplies must be authorized by a majority vote by members attending a BWWT monthly meeting. Exceptions to the requirement of member authorization for an expenditure in excess of \$500 would only be related to insurance premiums and potential deductibles as described in Article X.

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 or debit 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 IX- 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 X- INSURANCE

As a chapter of AAW, BWWT will maintain insurance coverage as required by AAW. The Executive Board will determine if BWWT will utilize the insurance available through AAW or obtain insurance through other licensed providers. The Executive Board will ensure that sufficient coverage is provided to cover potential liability to all BWWT members and guests while participating in activities directly related to, organized and planned by the BWWT. In addition, the Executive Board will confirm that there is sufficient property coverage for all assets of the BWWT in the case of fire, theft or other unforeseen acts. The Executive Board will also ensure that the standard deductible payment for all hazards and covered events not exceed \$2500.00 per occurrence.

The Executive Board is authorized to spend up to \$750 per year to obtain liability and property coverage insurance to benefit the BWWT without a vote of the BWWT membership. This spending must be approved by a simple majority vote of the Executive Board. Any expenditure for insurance greater than \$750 must be approved by a simple majority vote of members attending a BWWT monthly meeting upon recommendation of the Executive Board.

ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws 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 Bylaws 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 Bylaws must be filed with the Administrative Office of AAW.

ARTICLE XII - MEMBER NOTIFICATIONS

In each edition of the newsletter, the name, email address and phone number of each member of the Executive Board, newsletter editor and librarian, shall be listed. This information shall also be listed in the Officer sections on the BWWT website.

ARTICLE XIII – 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 Executive Board present at a scheduled Executive 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 XIV – 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. A Dissolution Team comprised of the Executive Board 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 XV – 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: 12/04/07

Revised: 10/03/11

Revised: 07/12/16

Revised: 04/03/2024

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

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

Date approved: xxxxxxxx, 2024

Kevin Dalton, President

Rob Smith, Vice-President

Mark Stransky, Secretary

Dirk Falther, Treasurer