

BYLAWS
Seattle Chapter, American Association of Woodturners
Ver. 9, Nov 1., 2023

ARTICLE I - NAME and OFFICE

A. Name

The name of this non-profit organization herein referred to as the Seattle Woodturners is the Seattle Chapter, American Association of Woodturners. The use of "Association" or "AAW" within these bylaws refers to the national organization, the American Association of Woodturners

B. Registered Office and Registered Agent

The Seattle Woodturners 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 24.03A). The registered office may be, but need not be changed from time to time by the Seattle Woodturners Board of Directors.

ARTICLE II - PURPOSES

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

More specifically, Seattle Woodturners propose principally to offer such educational services as:

1. Meetings at which information is exchanged among members
2. Demonstrations conducted by experts in woodturning techniques, safety and equipment
3. Publication of an electronic newsletter and web site
4. 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 Seattle Woodturners may include:

- B. Sharing ideas and techniques regarding the craft of woodturning
- C. Trading wood
- D. Exchanging ideas about tools and equipment
- E. Promoting the craft of woodturning
- F. Publishing a bulletin related to the Seattle Woodturners activities and the craft of woodturning.
- G. Engaging in other activities and projects such as turning instruction, cooperative activities for the acquisition and use of the materials and tools of the wood turner, participation in local, regional and national meetings, demonstrations and other events related to woodturning.

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

Notwithstanding any other provisions of these articles, the Seattle Woodturners 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 Seattle Woodturners 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 Seattle Woodturners pursuit of the goals enumerated in Article II above, or who unreasonably engages in unsafe practices during Seattle Woodturners 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 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 Seattle Woodturners 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 Seattle Woodturners offers memberships with dues required, over and above any fees paid to AAW, due January first of each calendar year in the amount as established by the Board. A change in the dues amount must be submitted to the membership for a vote. 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 this is not a requirement except members of the Board are required to be members of the AAW.

Membership in the Seattle Woodturners is not transferable or assignable.

ARTICLE IV - MEETINGS

The Seattle Woodturners will conduct regular meetings (preferably monthly) at a time and place designated by the Board. The Seattle Woodturners will also conduct an annual meeting, once every fiscal year in January. The annual meeting will occur at the same time as one of the regular monthly meetings, as determined by the Board. A special meeting may also be called by a majority vote of the Board or by members, if a written demand is delivered to the Board stating the purpose of the meeting and that the meeting has the support of at least 25% of the members. A special meeting is limited to the topic stated in the demand for a special meeting.

The Board 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. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Seattle Woodturners in the State of Washington. Notice for regular or special meetings may be given via email and must be given at least 10 (ten) days in advance of the meeting. Publication of the schedule for regular meetings for the upcoming year shall constitute notice. The notice for a special meeting must also state the purpose of the meeting.

Twenty percent (20%) 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 without further notice. Those voting must be able to provide proof of current membership.

Meetings may be conducted in person, by means of remote communication, through which all members may simultaneously participate, or a combination of the two. The requirement that twenty-five percent of the membership be present for a quorum shall include those attending the meeting in person or remotely.

ARTICLE V - BOARD OF DIRECTORS

A. General Powers

The property, affairs, activities and concerns of the Seattle Woodturners shall be vested in a Board of Directors - individually referred to herein as "Officer" and collectively referred to herein as the "Board". The Board shall be charged with the responsibility of the operation of the Seattle Woodturners and the prudent conduct of its business consistent with these bylaws and the laws of the State of Washington.

B. Duties

The Board 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 Seattle Woodturners.
3. Communicate with other organizations interested in any aspect of woodturning.
4. Employ agents on behalf of the Seattle Woodturners.
5. Devise and execute such other measures as it deems proper to promote the objectives of the Seattle Woodturners and to best protect the interest and welfare of the Seattle Woodturners and its members.
6. Have a working knowledge and understanding of the bylaws of the Seattle Woodturners and the policies and procedures of the Seattle Woodturners and carry out their duties in an ethical manner.
7. Submit a report of the Seattle Woodturners financial status to the membership at the annual January meeting of the membership.
8. Obtain approval from the membership for the annual budget for the year, per Article IV above, at the January meeting of the membership. The annual budget will include all expected expenses and incomes along with a line item for a discretionary fund that the Board may authorize to be spent without further approval of the membership. Any expenditures or commitments not covered by the annual budget approved by the membership must be approved by a majority vote of the membership per Article IV above.

C. Number

There will be a minimum of nine (9) Officers on the Seattle Woodturners Board, which will include the Officers as described below. Should the Board elect to increase the size of the Board within these limitations, new positions must be filled through the standard election process.

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. An Officer appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor.

E. Removal of Officers

Any Officer may be removed for cause by majority vote of the Officers at a regular Board meeting or at a special Board meeting called for that purpose. A meeting at which removal of an officer will be considered shall state that purpose in the notice of the meeting.

F. Resignation

An Officer may resign at any time by giving written notice to the Board, the President or the Secretary of the Seattle Woodturners. 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 Officers 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 Officers present may adjourn the meeting; however, no official business can be conducted without a quorum of the full Board.

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".

I. Compensation

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

J. Conflict of Interest Policy

The club maintains a Conflict of Interest Policy that must be signed by each Board member once per year and submitted to the Board at the first Board meeting of each year.

K. 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 committee chairpersons will be appointed by the President. Persons serving on the committee may be Officers, 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.

L. Proposals from the General Membership

Any member of the Seattle Woodturners 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.

M. 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 Officer prior to said meeting. Notice may be sent via email.
2. The President may, when he/she deems necessary, or the Secretary shall, at the request in writing of a majority of Officers 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. Notice may be sent via email.
3. The Board shall have the option of meeting in person, by means of remote communication, through which all members may simultaneously participate, or a combination of the two. Quorum requirements shall include those officers attending the meeting in person or remotely.
4. Board meetings shall be open to the general membership and their attendance is encouraged.

N. Absence

Should an Officer 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 an Officer 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 if elected to the Board.

B. Nominating Committee

1. A nominating committee will be appointed by the President in concert with the Board in August of each year for the purpose of soliciting qualified and interested members for election to the Board.
2. Membership:
 - a) One current member of the Board who is to be chairperson
 - b) One Officer Emeritus who is a former Board member.
 - c) One general member of the Seattle Woodturners.
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:
 - 1) Ensure that all nominees are willing to serve and are dedicated to providing education, information and organization to those interested in woodturning.
 - 2) Be alert for candidates interested in a Board position solely for personal self-interest.
 - 3) Select at least one and preferably two candidates for each open position.
- d) Provide slate of nominees to the Board for review no later than the first of October of the year of the election.

ARTICLE VII - OFFICERS

A. Number and election.

The Officers of the Seattle Woodturners shall be:

President, Vice President, Secretary, Treasurer, Director of Programs, Director of Membership, Director of Communications, and Members at Large (The number of Members at Large may vary as determined by the Board with a minimum of two).

These Officers shall be elected by a majority vote of the active members attending the November meeting of each year and will become members of the Board as defined in Article VII, Section B, Term of office. A slate of candidates shall be proposed by the Board at the October General meeting. There may be nominations from the floor, provided that each nomination from the floor shall be seconded. Such additional Officer and assistant Officers and committee members as deemed necessary may be elected by the Seattle Woodturners members or appointed by the Board.

B. Term of office.

The Officers shall serve for a period of two (2) years from the 1st day of January of each year or until their successors are elected and take office.

To provide continuity Board positions are staggered.

January of Odd Years:

Vice President, Secretary, Director of Communications,
Director of Membership, half of the Members at Large

January of Even Years:

President, Treasurer, the other half of the Members at Large, and the Director of Programs.

At the end of their term the outgoing Officers will train their replacements to assure an effective transition to their incoming replacement.

C. Duties

1. President

The President is the principal executive Officer of the Seattle Woodturners and, subject to the control of the Board, and shall in general supervise and control all of the business and affairs as the Managing Officer of the Seattle Woodturners. The President may sign, with the Secretary or any other proper Officer of the Seattle Woodturners 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 Seattle Woodturners 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 from time to time.

The President shall also perform the following duties:

- a) Preside at the meetings of the Seattle Woodturners and of the Board.
- b) Designate, with Board assistance, all committees and their chairmanship.
- c) Appoint annually the Nominating Committee chair.
- d) Coordinate the Seattle Woodturners 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 Seattle Woodturners and see that their duties are properly performed.
- g) Submit a report of the operations of the Seattle Woodturners for the preceding year to the Members. This report should include financial position, club highlights and plans for the upcoming year.
- h) Perform such other duties as are necessarily incident to the office of the President.
- i) Ensure that all 501(c)(3) required reporting is completed annually.

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 shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

3. Secretary

The Secretary shall keep the minutes of the Board meetings and a record of all Chapter business put to the membership for approval, see that all notices are duly given in accordance with the provisions of these bylaws or as required, be custodian of the Seattle Woodturners records, keep a register of the post office address of each Officer 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.

4. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Seattle Woodturners, receive and give receipts for moneys due and payable to the Seattle Woodturners from any source whatsoever, and deposit all such moneys in the name of the Seattle Woodturners 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) Maintain full and accurate accounting records for the Chapter reflecting all income and expenses.
- b) Collect income from members and other sources and deposit into the Chapter account(s). Provide receipts as needed.
- c) Write checks and make debit payments for Chapter expenses. Disburse funds as directed by the board.
- d) Manage any credit card accounts to assure that the entire balance of the account is paid off every month.
- e) Provide timely and accurate Profit & Loss statement to the board monthly. Provide an annual Profit & Loss statement to the membership.
- f) The treasurer's accounts will be open for review at the end of each fiscal year by an independent representative appointed by the board.
- g) Submit annual reports to the IRS and the Washington Secretary of State. The treasurer will be the registered agent with the Washington Secretary of State.
- h) Ensure Liability and Asset insurance are in place.
- i) Perform such other duties as may be assigned from time to time by the President and the Board.
- j) Maintain a current list of paid-up members for the utilization of the general membership and the officers. Update Chapter email system to reflect current members. The Treasurer is responsible for issuing membership cards and validating officer's membership to AAW.
- k) Maintain any online payment accounts and transfer funds to the Chapter bank account.

- l) Maintain a record containing the inventory of the Chapters tools and equipment with information from the Chapters accounting records and input from Inventory Control.
- m) Provide the New Member Survey and Welcome Packet to new members at Chapter meetings or email to new members signing up on an online payment account.

a. Director of Programs

- a) Secure demonstrators for club meetings and occasional all-day sessions
 - (i) Contact presenters directly
 - (ii) Maintain a list of past presenters, their phone numbers, email/website, city, state, specialty, and date of last demo.
 - (iii) Respond to email from other clubs that wish to share presenters and travel costs.
 - (iv) Maintain a list of other coordinators, their email, their club name, city, meeting day and number of members
- b) Check with demonstrators 2 months before their presentation to determine what equipment they will need.
- c) Work with other Board members to ensure the equipment is at the meeting place, set up and ready to use, and, if needed, handouts are printed.
- d) Let the treasurer know how much to pay the presenter and/or the venue owner and arrange delivery.
- e) Work with the newsletter editor to advertise upcoming demonstrators.
 - (i) Maintain pictures, bio's, descriptions of what will be demonstrated.
- f) Keep Board apprised of demo schedule.

b. Director of Membership

The Director of Membership is responsible for acquiring new members, retaining members, and helping new members get acclimated to the club.

- a) Welcome new members and help them get started with the club.
- b) Manage the Mentors program
- c) Promote membership in the national AAW

The Director of Membership will perform other duties as from time to time may be assigned to him/her by the President or by the Board.

c. Director of Communications

The Director of Communications shall coordinate and oversee communication of Seattle Woodturners activities to the general membership. The Director of Communications will perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

d. Members at Large

Frequently held by a senior club member or former Board member, although the position is not limited to those members, and take on responsibilities as requested by the Board.

ARTICLE VIII - INDEMNIFICATION

In addition to the Liability and Indemnification provisions as set forth in the Articles of Incorporation of the Seattle Woodturners of the American Association of Woodturners, Inc., every Officer or committee of the Board shall be indemnified by the Seattle Woodturners 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 an Officer or committee member of the Seattle Woodturners, whether the person is an Officer or committee member at the time such expenses are incurred, except in such cases wherein the 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 may authorize any Officer or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Seattle Woodturners, and such authority shall be general or confined to specific instances. Such authorization shall be made in writing and signed by the President 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 the annual budget per article V.B.7 above.

B. Loans

No loans shall be contracted on behalf of the Seattle Woodturners 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 and signed by the President to the authorized person and a copy shall be retained on record by the Secretary.

C. Checks, Drafts, etc.

All checks, credit card transactions, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued for the Seattle Woodturners, 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 Seattle Woodturners not otherwise employed shall be deposited from time to time to the credit of the Seattle Woodturners in such banks, trust companies or other depositories as the Board may select. Specific authority is hereby granted to open savings, checking, and credit card accounts for the Seattle Woodturners in such banks, trusts or other depositories as the Board may authorize. The Officers of the Seattle Woodturners shall be empowered to deposit moneys into these accounts; however, withdrawals require the same level of control as stated for checks, credit card transactions, and drafts above.

ARTICLE X - FISCAL YEAR

The fiscal year of the Seattle Woodturners 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 Seattle Woodturners incurring indebtedness for AAW.

ARTICLE XI – DISPOSITION OF ASSETS

A disposition of assets which requires the approval of the members, pursuant to statute, shall be initiated by a resolution by the Board and submitted to the members for approval. The resolution shall also include a recommendation that the members approve the proposed distribution, unless the Board concludes that due to conflicts of interest or other special circumstances the Board should not make a recommendation. The Board shall provide notice of the meeting, at which the distribution of assets will be considered, to all members.

ARTICLE XII - DISSOLUTION

Upon dissolution of the Seattle Woodturners, 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. Pursuant to statute, all assets of the Seattle Woodturners shall not be diverted from charitable purposes. Such a 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 Seattle Woodturners. The Board of Directors of AAW is not responsible for the debts nor shares in the profits of the Seattle Woodturners.

AAW does not shoulder any legal liability for accidents that occur during events of any kind whether sponsored or not sponsored by the Seattle 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 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, posted on the Seattle Woodturners website a minimum of two weeks before the general meeting, and then approved by the membership per article IV above. Copies of all modifications to these bylaws must be filed with the national office of AAW.

ARTICLE XV - ACCEPTANCE OF BYLAWS

The foregoing bylaws of the Seattle Woodturners repeal and replace the 2019 bylaws of the Seattle Woodturners, as of the date of their passage. These bylaws were adopted by the membership, per Article IV above, at the regular monthly meeting on the 11th day of January, 2024.

Signed this date, January 11, 2024.

President