

# Segmented Wood Turners By-Laws

## ACCEPTANCE OF THESE BY-LAWS:

These By-Laws have been drawn up, agreed upon, and adopted by the web-based “**Segmented Woodturners**”. Initial, “in person” discussions occurred in Albuquerque, NM on June 26, 2009. This was followed by web-based posting which invited comments from potential members.

Signed:	President:	Malcolm Tibbetts	Date:
	Vice President:	Curt Theobald	Date:
	Secretary:	Jim Rodgers	Date:
	Treasurer:	Bill Smith	Date:

---

## ARTICLE 1 - NAME and OFFICES

The name of this non-profit corporation shall be **Segmented Woodturners** (the “Association”). The official acronym shall be “SWT”.

The Association's corporate office is located at:  
738 Modesto Ave  
South Lake Tahoe, CA 96156

The Chapter organizer or contact is: **Malcolm Tibbetts**

Contact Person's Title: **President**

His mailing address is: **P.O. Box 116, South Lake Tahoe, CA 96156**

Daytime Telephone: **(530) 541-6135**

Home Telephone: **(530) 541-6135**

E-mail: **malcolm@tahoeturner.com**

Web Site: **www.segmentedwoodturners.org**

Cities or locations from which you expect to draw members: **International**

Number of Members at this time: **unknown, but at least 100 are anticipated**

*The home address of any current Director may also be used for Association purposes. The Board of Directors may change, add or delete the location of its offices from time to time. Such office changes shall not be deemed an amendment to these bylaws.*

## ARTICLE 2 – RELATION OF CHAPTER TO THE CORPORATE ORGANIZATION

All Officers and Directors of the **Segmented Woodturners** Chapter agree to be members in good standing of the American Association of Woodturners, Inc. AAW membership will be encouraged, but will not be a requirement for non-board chapter membership.

While it is understood that the parent organization will provide advice and counsel, as requested, **Segmented Woodturners** recognize that the nature and extent of their activities are left to their discretion. Demonstrations, while part of the normal activities of **Segmented Woodturners**, are to be conducted solely at the discretion of Local Officers, and all safety and instruction is to be under their explicit direction and control.

### **ARTICLE 3 - PURPOSES**

The Association's purpose is to foster a wider understanding and appreciation of segmented wood turning as a traditional and contemporary craft and form of art 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 segmented wood turning.

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

- annual meetings at which information is exchanged among members,
- demonstrations conducted by experts in segmented wood turning techniques, safety and equipment
- publication of an electronic newsletter and web site, and
- 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.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to reimburse all reasonable costs incurred by Association members for approved out-of-pocket costs and services rendered in response to a request by an officer or board member. Notwithstanding any other provisions of these articles, the Association 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE 4 – MEMBERSHIP and FEES**

The Association shall have the following two classes of membership:

1. **General**, which shall be open to all persons with an interest in segmented wood turning. Individuals shall be admitted to and maintained as General Members upon the following:

- completion of an application for membership in which they agree to uphold the purposes of the Association and follow good safety practices, and
- payment of the annual membership dues, as set by the Board of Directors.

The Board may revoke an individual's General Membership, if in the opinion of the Board, the member:

- no longer supports the purposes of the Association,
- fails to practice good safety during Association events, and/or
- fails to pay moneys owed to the Association for a period of 90 days or more.

Failure to stay current with dues owed will result in automatic revocation of membership; there is no appeal process. A member under consideration for revocation for reasons other than non-payment of dues shall be notified in writing by the Board and given 30 days to respond or correct the deficiency. If the individual fails to resolve the deficiency to the Board's satisfaction, the Board shall notify the individual in writing that his/her membership in the Association has been revoked.

A member may appeal the revocation by writing a letter to the Board within 30 days of the Board's action. At the next General Meeting following the Board's receipt of the appeal, a Director shall explain to the General Membership the justification for revocation. The member shall be given the opportunity to explain why he/she believes the action is unjustified. The General Membership present at the meeting, including the Board of Directors and the appealing member, shall then vote by secret ballot as to whether the revocation shall stand or be overturned. A majority of the votes cast shall determine the outcome.

**2. Complimentary Memberships** shall be awarded by a majority vote of the Board. To qualify for Annual membership dues shall be waived for Complimentary Members. Complimentary members will have no voting privileges.

#### **ARTICLE 4 – MEMBERSHIP FEES**

Annual membership fees for this association (over and above fees paid to the national organization) will be \$25.00 per year. Payment of the annual membership dues shall cover a twelve month period starting July 1 of each year. Changes to this fee may be made with a majority vote of the association board.

#### **ARTICLE 5 - MEMBER PRIVACY**

The Association shall maintain a membership directory consisting of names, mail and email addresses, telephone numbers and such other information as may be necessary to support the Association's activities. These membership data are the sole property of the Association and are to be used only to support Association business. Data about individual members shall not be revealed outside the Association without their written consent.

#### **ARTICLE 6 – MEETINGS**

The principle meeting place of this Chapter will be located at the annual AAW Symposium. Other meetings will be held in conjunction with any scheduled segmented wood turning symposiums. A notice of each meeting will be sent via email to each member at least 30 days before it is scheduled. The members of the board shall meet via conference call as called by the president.

## **ARTICLE 7 - BOARD OF DIRECTORS**

The Association shall have a seven member Board of Directors (referred to in these bylaws as the Board) consisting of the following seven positions: President, Vice President, Secretary, Treasurer, and three "members at large. The Board shall be empowered to conduct the business affairs of the Association including among others the powers to:

- establish fees, including annual membership dues
- establish the calendar of Association events
- adopt policies
- approve contracts
- appoint officers (as vacancies occur between elections)
- set meeting times and places
- approve annual business plans, and
- establish special purpose committees

Individual board position duties are outlined below:

- A. **President:** The President shall be the principal executive officer of the Chapter. His/her duties include: 1. Supervise and control all of the business and affairs of the Chapter; 2. Conduct Chapter meetings; 3. Conduct board meetings; 4. Oversee the organization of segmented symposiums.
- B. **Vice President:** In the absence of the President or in the event of his/her death, inability, resignation, or refusal to act, the Vice President shall perform the duties of 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.
- C. **Secretary:** The Secretary shall keep the minutes of the Chapter's meetings in one or more books provided for that purpose and see that all notices are duly given in accordance with the provisions of these By-Laws. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President.
- D. **Treasurer:** The Treasurer shall collect all membership fees and all other monies belonging to the Chapter. She/he will be responsible for keeping current and accurate records of all monies that flow through the Chapter and will also ensure that all Chapter officers are current paid-up members of the national organization. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President.
- E. **Member at Large:** Such members shall perform duties as assigned by the president, especially as those duties pertaining to segmented symposium planning and administration.

The powers of the Board shall be subject to the provisions of the California Nonprofit Public Benefit Corporation law, the Association Articles of Incorporation and these bylaws.

The seven board positions shall be elected to office by the General Membership at the Association's Annual Meeting. All of the Directors shall serve a term of two years. Directors shall not hold the

same office within the Board for more than two consecutive terms. Directors shall be limited to four consecutive years on the Board, regardless of the positions held. After a one year absence from the board, members are eligible for re-election.

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. Significant reimbursable expenses over \$200 require pre-approval by majority vote of the executive committee (President, Vice President, Secretary, and Treasurer).

Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, that vacancy shall be filled without undue delay by 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. This term will be considered the appointee's first term.

A Director can be recalled from office without cause by a majority vote of the General Membership at any time. A request to recall a Director from office must be submitted by five General Members to the Board in writing. A Director who is not the subject of the recall will preside over the process by introducing the request at the next General Meeting and lead a discussion of the request's merits. After reasonable discussion, the presiding Director shall call for a floor motion and second in support of the recall. If the recall motion passes by a two-thirds majority hand vote of the General Members present, the motion shall be published in the next edition of the Association's newsletter and on its web site along with a notice of a final vote at the next meeting of the General Membership. Such publications shall occur at least three days prior to the General Meeting. If the initial motion fails to receive a majority hand vote, it shall be dropped from further consideration.

A quorum for the final recall vote shall be twenty percent of the General Membership. All General Members present at the meeting plus all properly submitted absentee ballots shall be counted toward establishing a quorum. To be counted toward a quorum and to be counted in the final voting, an absentee ballot must reach the presiding Director prior to the start of the meeting. Absentee ballots must be sealed and bear the member's name and signature on the outside.

During the meeting, the presiding Director shall distribute ballots to all General Members present. The members shall mark their votes on the ballots. Completed ballots must be folded and bear the member's printed name and signature on the outside face. The presiding Director shall select three General Members to ensure that each member has voted only once, that a quorum has been achieved, and certify the voting results. The presiding Director shall announce the results during the meeting.

## **ARTICLE 8 – INDEBTEDNESS**

The association's spending is limited to its "funds on hand". Debt in excess of the assets of the organization is not permitted without a majority vote of the board. The AAW's national office **MUST** be notified in writing **PRIOR** to incurring any indebtedness caused by the association's actions.

## **ARTICLE 9 – AMERICAN ASSOCIATION OF WOODTURNER'S DISCLAIMERS: FISCAL AND LEGAL**

The corporation, the American Association of Woodturners, Inc., specifically disassociates itself from any debts, obligations or encumbrances of the "Segmented Woodturners." The Corporate Board of Directors of AAW is not responsible for the debts, nor shall it share in the profits of the "Segmented Woodturners." The Corporate Organization does not shoulder any legal liability for accidents that occur during events of any kind, sponsored or not sponsored by the "Segmented Woodturners." The "Segmented Woodturners" specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. The Board of Directors of the "Segmented Wood Turners" is not responsible for the debts nor shall it share in the profits of the American Association of Woodturners. The "Segmented Wood Turners" does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the National Organization.

In the event that the "Segmented Wood Turners" disbands for any reason, all unused chapter funds shall be donated to the national association's general fund (the AAW).

## **ARTICLE 10 – AMENDMENTS**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of a simple majority of the qualified voting members of the Chapter. A copy of these By-Laws shall be posted on the chapter website. Copies of all modifications to these By-Laws **MUST** be filed with the national office of AAW.