

Bylaws of MONTROSE AREA WOODTURNERS, INC.

Article 1

Name and Purpose

Section 1: The name of the organization shall be Montrose Area Woodturners, Inc., sometimes herein referred to in these Bylaws as the “Corporation.”

Section 2: Purpose and Mission.

A. The purpose and mission of the organization shall be to provide an educational forum for the exchange of ideas and techniques, while furthering the individual’s appreciation and enjoyment of the various aspects of woodturning. The organization may also share these members’ ideas, and utilize their skills in support of educational programs and charitable causes.

B. In following the purposes of our Mission Statement, the Montrose Area Woodturners, Inc. shall promote an interest in woodturning for persons of all levels of competence and experience, including beginners and advanced professionals; to provide up-to-date information, education and guidance for all members; to stimulate creativity, and to explore new methods and techniques for advancing woodturning as both a creative craft, and as a unique art form; and to encourage membership in, and continued support for, the American Association of Woodturners.

C. Montrose Area Woodturners, Inc. is formed and shall be operated exclusively for “charitable, scientific and educational” purposes as those terms are defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or may be hereafter amended (“Code”). The primary mission is to create and coordinate a wide range of educational opportunities for woodturners and people interested in woodturning.

D. Private Inurement. No part of the net earnings of Montrose Area Woodturners, Inc. shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director, officer of Montrose Area Woodturners, Inc. shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to Montrose Area Woodturners, Inc. in effecting its corporate compensation for services rendered to the Association in effecting its corporate purposes. No substantial part of the activities of Montrose Area

Woodturners, Inc. shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall Montrose Area Woodturners, Inc. participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 3: The organization is incorporated under the nonprofit statutes of the State of Colorado and must abide by all provisions, stipulations, and requirements set forth in the applicable statutes.

Article 2

Membership, Meetings and Voting

Section 1: Membership.

A. Membership in Montrose Area Woodturners, Inc. shall be open to any individual 18 years of age or older contingent upon the payment of dues, as provided for in these Bylaws, who is interested in educational opportunities, learning, enhancing skills, and/or sharing ideas about the various aspects of woodturning as well as educating others in these skills.

B. An Associate Member is the spouse of any active Member and any person under the age of eighteen (18) years, or any individual designated by the Board of Directors at a duly organized meeting, and voted unanimously by those present to attain that category. Associate Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular members, except the right to vote or hold office.

C. Honorary Member is any individual designated by a Board Member or Corporation member that has contributed to the Corporation in an exemplary manner. Members nominated for this status will be reviewed at a duly organized Board Meeting, and voted unanimously to attain that category. Honorary Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular members, except the right to vote or hold office.

D. Removal of Member: Removal of any member of Montrose Area Woodturners, Inc. may be accomplished by a majority vote of the full Board of Directors.

Section 2: Meetings, Voting, Dues and Committees.

A. Regular monthly meetings shall be held at the time and location as determined by the Board of Directors as posted on the corporations' web page which is all the official notice required. This may be changed by any meeting of the Board of Directors and posted as adequate notice on the web page. However, other and special meetings shall be held at a time and location which is determined by the officers or Directors of the Corporation. Notification of the meeting shall be made by the President, or his designee, at least 4 days prior to the scheduled date, using any appropriate written, printed, or electronic means. Meeting notifications may also provide a list of known agenda items requiring a vote of the membership.

B. Members may vote on any topic brought before the membership during any regular

or special meeting at which they are present. Agenda items requesting expenditure of funds in excess of \$200 must have a quorum of members. Cumulative and proxy voting shall not be permitted. Members are entitled to vote only if current dues have been paid. Members who have allowed their dues to remain unpaid must pay their full annual dues in order to reinstate their membership and voting rights for the current year.

C. The regularly scheduled October meeting shall be the Annual Meeting of the Corporation.

D. A quorum shall be the lesser of ten members or twenty-five percent of the total membership.

E. Dues shall be on a calendar year basis. The amount shall be approved by a majority of members attending the Annual Meeting of the Corporation. For members joining during the year, the first year's dues shall be prorated according to the remaining months of the year. Exceptions to the above may be considered by the Board of Directors should extenuating circumstances be present. The determination of the Board of Directors in any such circumstance shall be binding on the corporation after a meeting and approval. Any member who has a second home or regularly lives in another state during each year may request a proration of dues for the portion of any year during which the member is regularly absent from the State of Colorado. The Board of Directors shall have the authority to accommodate such request made in advance by any such member, but in no event less than one-half of the full annual dues amount.

F. Should renewal of membership dues not be paid within three (3) months after the time they are payable, a member will be dropped from the rolls and not be entitled to any notices of meetings or otherwise.

G. Focus committees and committee chairs may be appointed, replaced or dissolved by the Board of Directors from time to time.

Article 3

Officers and Duties

Section 1: Officers of the Corporation shall be five individuals, who shall be the President, Vice President, Secretary, Treasurer, and Director.

Section 2: Duties of the Officers shall be:

President: The President shall preside over all meetings, appoint committees, and be the official spokesperson for the Corporation. The President shall be the chief executive officer of the Corporation; shall chair all meetings of the Board of Directors, and regular monthly meetings of the Corporation; shall be authorized to make deposits and withdrawals of the Corporation's funds for Corporation purposes; and shall have the power to enter into and sign contracts in the name of the Corporation, whenever such contracts are authorized by the Board of Directors. The

President shall be an authorized signature for all functions of the Corporation. The President shall be the Agent of Record for the Corporation.

Vice President: The Vice President shall assist the President in carrying out the latter's duties, and shall preside in the absence of the President. In the event the office of President should become vacant, the Vice President shall become President for the unexpired term.

Secretary- The Secretary shall attend and keep minutes of all meetings of the Corporation, at its regularly scheduled meeting or any meetings of the Board of Directors in which the expenditure of funds is concerned. The written minutes of such meeting, even if conducted by phone shall be placed in the minute book of the Corporation. The Secretary shall conduct all correspondence and carry out the requests of the executive officers and keep records of official votes and resolutions; shall notify the Officers and members of their appointment to committees; and shall maintain a list of the expiration date of each Director's term of office. In the case of absence or disability of the Secretary, the President may appoint a temporary Secretary to serve at any meeting to keep such records and minutes.

Treasurer: The Treasurer shall be responsible for handling, depositing, and accounting of all funds and tax records and filings of the Corporation, and shall provide a monthly report to the Board of Directors of all receipts, disbursements, and monies on deposit. The Treasurer shall keep a record of all members and their respective payment of dues and other charges as well as any special event functions which require funding and the receipt of funds; and a record of all Corporation property which is owned by the Corporation, if any; and a record of all signatories on any bank accounts.

Director: The Director shall assist the other officers in the conduct of their duties and oversight of the corporation.

The President, Vice President and Treasurer, shall be authorized signatories for all financial transactions.

Section 3: Officers shall be elected at the annual meeting in October, and shall take office at the regularly scheduled meeting in January.

Section 4: The term of office shall be the calendar year. There is no restriction on the number of terms an officer may serve.

Section 5: Membership in the American Association of Woodturners, Inc. is not a

requirement for Montrose Area Woodturners, Inc. general membership, except for Directors and Officers who must currently, or subsequent to their election, hold and maintain such membership while holding such position.

Article 4

Board of Directors

Section 1. The Board of Directors of the Corporation shall be the elected officers as set out in Article 3 of these Bylaws.

Section 2. Powers: The Board of Directors shall be the governing body of the Corporation, and shall have all powers necessary to conduct the business of the Corporation, which are consistent with these Bylaws. The Board of Directors shall nominate Directors, Officers, and appoint committees and special positions as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

Section 3. Number and Manner of Election: The Board of Directors shall be elected annually by the membership at the annual meeting. The Board of Directors will determine the number of Directors desirable and select a slate of nominees prior to the annual meeting, and accept any floor nominations at that time. Elections will be conducted by either oral or written balloting. Election will be by a simple majority of votes cast by the membership present.

Section 4. Terms of Office: Elected Directors shall serve for a term of one year and a director may serve multiple terms.

Section 5: In the event a vacancy occurs on the Board of Directors, the position may be filled for the unexpired term, at an election by a quorum of the membership at the next regularly scheduled meeting. The Presiding Officer shall have the Secretary include notification of a vacancy election in the monthly notice of meeting if required.

Section 6: A member of the Board of Directors may be removed from office by vote of a majority of members at a regularly scheduled meeting. All members shall be notified not less than four weeks prior to the vote with a copy of the reasons for removal. The President shall also include notification of the removal election in the monthly meeting agenda.

Article 5

Finance

Section 1: The Board shall have authority to disburse funds, approved by a majority of the Directors, for an amount up to and including \$200 in a single transaction. An email

approval of the majority of the Board shall be sufficient for any such authorization and payment.

Section 2: Disbursements in excess of \$200 in a single transaction, shall require recommendation by the Board and approval by a majority of the membership in attendance at a regular or special meeting.

Section 3: The Board of Directors shall not encumber the current or future assets of the corporation without a 2/3 majority vote of the total membership.

Article 6

Indemnification

Section 1. In order to encourage service to the Corporation by volunteer officers, board members and committee members, the Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, committee member or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 2. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 3. This Article constitutes a contract between the Corporation and the indemnified officers, directors, committee members and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, committee member or employee under this Article shall apply to such individual respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article 7

Amendments to the Bylaws

Section 1: These Bylaws may be amended by a 2/3 majority vote of members attending any regularly scheduled meeting. All members shall be notified not less than 14 days prior to the vote with a copy of the proposed changes.

Article 8

Dissolution

Section 1: The Corporation may be dissolved by a 2/3 majority vote of the total membership. All members shall be notified not less than four weeks prior to the vote with a copy of the reason for dissolution.

Section 2: Liquidation. In the event Montrose Area Woodturners, Inc. is dissolved and liquidated, the Board shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code (and who have been so described for a period of at least sixty (60) months prior thereto exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Distribution is to be made to Montrose County School District RE1J for the purpose of furthering the woodturning educational opportunities within that school district, as long as that qualifies under said sections of the Internal Revenue Code. Any of the property or assets not so distributed shall be distributed by the District Court of Montrose County, Colorado (or a court of competent jurisdiction and venue) in which the principal office of the Montrose Area Woodturners, Inc. is located, to one or more organizations so described for such purposes, if allowed under said provisions of the Code.

Section 3: Private Foundation Restrictions. For any period in which Montrose Area Woodturners, Inc. is determined to be qualified under the provisions 501 (c)(3) of the Internal Revenue Code, the corporation may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) [other than clauses (vii) and (viii)] and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

Article 9

American Association of Woodturners Disclaimers Fiscal and Legal

The Corporation, the American Association of Woodturners, Inc. (AAW), specifically disassociates itself from any debts, obligations or encumbrances of the Local Corporation. The Corporate Board of Directors of AAW is not responsible for the debts,

nor shares in the profits of the Local Corporation. The Corporate Organization does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by a Local Corporation. Montrose Area Woodturners, Inc. specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. The Board of Directors of Montrose Area Woodturners, Inc. is not responsible for the debts nor shares in the profits of the American Association of Woodturners. Montrose Area Woodturners, Inc. does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the National Organization.

ADOPTED AND ENACTED by the membership of the Corporation, after proper notice and vote by all members constituting a quorum and attending a regular meeting on the ____ day of _____, 2015.

Montrose Area Woodturners, Inc.

By: _____
Dave Kaufmann, President