

# By-Laws of The Tri County Woodturners

## **Final Draft**

### **ARTICLE I - ORGANIZATION**

Tri County Woodturners INC (hereafter TCWT) is a Florida nonprofit corporation and a chapter of the American Association of Woodturners INC (hereafter AAW). TCWT was organized as a forum for individuals interested in woodturning and was formed on July 1998. The primary purposes of TCWT are consistent with the fundamental purposes of the AAW, "to provide Information, Education and Organization to those interested in turning wood." The membership is drawn from the Tampa Bay area, including Pinellas, Hillsborough, Pasco, Hernando, Citrus and other counties. Meeting location will be determined by the Board:

### **ARTICLE II – OFFICE**

The principle office of this organization will be the home of the current President. The names of the officers are located on the TCWT website at [www.tricountywoodturners.com](http://www.tricountywoodturners.com). All correspondence should be directed to [info@tricountywoodturners.org](mailto:info@tricountywoodturners.org) which will in turn be directed to the Secretary.

### **ARTICLE III - RELATION OF TRI COUNTY WOODTURNERS TO AAW**

General Members of TCWT are members in good standing of both TCWT and AAW (See Article V for definition of General Member). While it is understood that AAW will provide advice and counsel, as requested, the nature and extent of the normal activities of TCWT is determined by, the TCWT board of directors. All safety and instruction are to be under the explicit direction and control of the Board of Directors. As recommended by AAW, notice will be given to demonstrators during any demonstration where woodturning equipment is used, that safety eye protection, preferably a full-face shield, must be worn and that woodturning equipment is potentially dangerous.

### **ARTICLE IV – PURPOSES**

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

1. Provide a meeting location for woodturners.
2. Share ideas regarding woodturning including lathes, tools, turning materials, turning techniques, and design of turned objects.
3. Exchange wood and other woodturning materials.
4. Inform members about activities of interest to woodturning.
5. Promote woodturning as an art form and craft.

### **ARTICLE V - MEMBERSHIP AND FEES**

**General Members**– Members in good standing are of both TCWT and AAW. Only General Members may hold office.

**Associate Members**– Members in good standing with TCWT but not members of AAW.

**Family Members-** All members residing at the same address and in good standing of TCWT. The family membership fee will be determined by the Board of Directors and there will be an additional amount for family members as determined by the Board.

**Student Members-** Students under the age of 18. Student Members must be accompanied to meetings and activities by a parent or guardian that is a General or Associate Members of TCWT Tri County Woodturners. In order to encourage the development of the next generation of turners, the student membership is free. Student Members will be non-voting members.

**Honorary Members** – General or Associate Members who have served TCWT in an outstanding manner over a period of several years. Nominations are reviewed by the Board of Directors and by their unanimous vote are recommended for Honorary status vote by the General Membership and are exempt from payment of membership fees to TCWT.

**Membership Donations** - The fees/donations for membership in TCWT will be periodically reviewed and determined by the Board of Directors. The donation structure will be set to encourage membership in the AAW and will be reported to the membership by the Board of Directors. Donations will be payable at the beginning of the fiscal year (January). Donations for new members are payable upon joining. Members joining during or after the October meeting shall be considered to have paid for the following year. The fee structure for individual and Family members will be set by the Board of Directors. Fees for membership in AAW are separate from those for TCWT and are to be paid directly to AAW by the member.

## **ARTICLE VI – MEETINGS**

TCWT will meet on the first Wednesday of each month. The meeting dates and locations are to be determined by the Board of Directors. Notice of meeting date, location and content will be announced via email, Facebook and the TCWT Website. Special meetings/events may take place at locations selected by the Board of Directors. All members in good standing are eligible to attend meetings.

## **ARTICLE VII – OFFICERS**

- A. **Board of Directors:** The Board of Directors consists of the officers listed below. All Directors of TCWT agree to be members in good standing of the AAW. General Members with a willingness to serve are eligible to seek one of the offices listed below.. As recognition of the time and dedication to serve as an officer the annual dues for AAW their one-year term, will be paid by the chapter.
- B. **Elections:** Elections shall normally be held in November and newly elected Officers/Directors shall assume office at the January meeting. Directors/Officers shall be elected by a majority vote of those General and Associate Members casting ballots at a scheduled meeting or who have sent written ballots to be opened at such meeting. Elections shall have been announced at a preceding meeting and through an advance notice notification (email) to the membership.
- C. **Officers:** Officers will be elected by a majority vote of the General and Associate members and serve for a one-year term.
- D. **Non-elected Positions:** The President is empowered to create any temporary position deemed necessary. The President, with the advice and consent of the Board of Directors, may appoint members to temporary positions for a term to be determined by the President to serve solely at the pleasure of the President. The President is empowered to remove, replace and/or terminate temporary positions without notice to or discussion by the membership or the Board of Directors.

- E. **Removal:** The membership may remove any elected Officer when it is deemed that the best interests of TCWT would be served by such removal. Removal will be accomplished by a majority affirmative vote of General and Associate Members attending a meeting. The vote shall be announced at a regularly scheduled meeting and through an email notice from the Board of Directors. Voting will be made either by secret ballot at a regularly scheduled meeting or through mailed ballots.
- F. **Vacancies:** The President with the approval of the Board of Directors may appoint a qualified General 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 ballot.
- G. **President:** The President shall be the principle executive officer. The duties of President include, but are not limited to, the following:
1. Supervision and control of the business and affairs of TCWT.
  2. Call or cause to be scheduled meetings of the Board of Directors and general membership meetings.
  3. Preside at all board and general meetings except committee meetings presided over by the respective Chairpersons.
  4. Appoint committees with the approval of the Board of Directors.
  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 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 assigned by the President. The Vice President shall coordinate the work of a program committee to ensure quality programs for each meeting.
- H. **Secretary:** The Secretary shall keep minutes of Board meetings and of those portions of regular meetings during which official business is conducted and shall distribute same to all Board members via posting to the chapter website. 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 and Articles of Incorporation. The Secretary shall maintain the official membership roster and phone list, which includes, but is not limited to, all members in good standing of all membership categories. Membership rosters will be coordinated with the Treasurer. In general, the Secretary will perform all duties incident to the office of Secretary and such other duties as may be assigned by the President. The secretary may delegate duties of notices to members as deemed appropriate.
- i. **Treasurer:** The Treasurer shall collect all membership donations fees and other monies. The Treasurer is responsible for maintaining current and accurate records of all monies and assets, including tools, machines and related equipment. The Treasurer will maintain a current list of members in good standing in all membership categories and shall inform the Secretary and webmaster 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 assigned by the President.
- j. **Past President:** The Past President shall be an ex-officio member of the Board of Directors and serve in an advisory capacity to the President and other officers. The Past President may perform such other duties as may be requested by the President.

## **ARTICLE VIII - NOMINATION OF OFFICERS**

Prior to the holding of elections, the President shall appoint, with the advice and consent of the Board of Directors, General Members to a Nominating Committee which shall select a slate of candidates for each vacancy to be filled (except 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 propose members for consideration by the Nominating Committee.

## **ARTICLE IX - EQUIPMENT AND SUPPLIES**

The Board of Directors shall coordinate the acquisition, maintenance and storage of all equipment and tools, and shall regulate and/or restrict the use of any equipment and supplies belonging to the Chapter.

## **ARTICLE X – INDEBTEDNESS**

All functions of TCWT are on a cash basis. TCWT may not incur any debt through the actions of the officers or any of its members. AAW's national office MUST be notified in writing PRIOR to TCWT incurring any indebtedness for AAW.

## **ARTICLE XI - DISCLAIMERS: FISCAL AND LEGAL**

The corporation, American Association of Woodturners, Inc., specifically disassociates itself from any debts, obligations or encumbrances of the Local Chapter. The Corporate Board of Directors of AAW is not responsible for the debts, nor shares in the profits of the Local Chapters. 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 Chapter. TCWT specifically disassociates itself from any debts, obligations or encumbrances of AAW. The Board of Directors of TCWT is not responsible for the debts nor shares in the profits of AAW. TCWT does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the national organization.

## **ARTICLE XII – INSURANCE**

As a chapter of AAW, TCWT will utilize insurance available through and required by AAW. In addition, TCWT will obtain and maintain a liability policy to protect the chapter and the meeting facility in which TCWT meets. All AAW member demonstrators are covered by the AAW liability policy.

## **ARTICLE XIII – AMENDMENTS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of a simple majority of the qualified voting members of TCWT casting ballots at a meeting of the membership. Proposed changes to these bylaws shall be announced via an advanced notice mailing to the membership at least one month in advance of the meeting at which the vote will be taken. Copies of all modifications to these bylaws must be filed with the Administrative Office of AAW.

## **ARTICLE XIV - MEMBER NOTIFICATIONS**

Annually, in the January, the membership shall be notified of the following information via normal chapter communication: The name, address and phone number of each of the elected officers which will be the Board of Directors.

The primary and correspondence mailing address of TCWT

The membership fee structure.

#### **ARTICLE XV - – 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 present at a scheduled Board Meeting. Meetings shall be conducted following Roberts 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 XVI - BOOKS AND RECORDS**

The books and records of TCWT, in keeping with its status as a Florida State non-profit corporation, shall be made available for public inspection with the consent of the majority of the Board of Directors.

#### **ARTICLE XVII – INDEMNIFICATION:**

Each person who has been, now is or shall hereafter be a member of the TCWT Board of Directors, an Officer, or committee member of the Chapter, shall be indemnified by the Chapter to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting there from in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Chapter. The Board shall purchase a Directors and Officers insurance policy to provide this protection.

Adopted: Date \_\_\_\_\_

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

President's Signature \_\_\_\_\_

President's Name \_\_\_\_\_

Vice President's Signature \_\_\_\_\_

Vice President's Name \_\_\_\_\_

Secretary Signature \_\_\_\_\_

Secretary Name \_\_\_\_\_

Treasurer Signature \_\_\_\_\_

Treasurer Name \_\_\_\_\_