

**By-laws of the
Central Texas Woodturners Association
A Chapter of the American Association of Woodturners, Inc.,
A Nonprofit Corporation**

**ARTICLE ONE
NAME, OFFICES, AND PURPOSES**

Section 1. Name and Offices

The name of this organization shall be the Central Texas Woodturners Association, as specified in the Articles of Incorporation and the principal office of the corporation shall be located at the address of its then current Board Chair. The corporation may have other offices and may conduct its business at such other locations as the Board of Directors may determine from time to time. In the event the chair of the Board of Directors is not a resident of Texas, a Texas resident will be appointed from among the Directors as the agent.

Section 2. Purposes

(A) The corporation is organized exclusively for education purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, and its mission is to educate its members, woodturners, and the public in and about the art and craft of woodturning. This purpose will be accomplished by encouraging, providing, and facilitating the establishment of training programs for woodturners; by disseminating information on woodturning technique, safety, sources of material and equipment; by exposing the public to the art and craft of woodturning; and by serving as a woodturning information center for its members, schools, galleries, and other interested groups and the general public.

(B) The corporation is organized exclusively for the purposes set forth above, including for such purposes as the making of and distribution of funds or educational materials to similar organizations to the extent permitted by Section 501(c)3 of the Internal Revenue Code or the corresponding section of any future Federal tax code.

(C) To further the purposes set forth herein, the corporation may engage in any lawful act or activity for which nonprofit non-stock corporations may be organized under the laws of the State of Texas. The corporation shall have all of the powers granted to corporations under the laws of the State of Texas.

(D) Notwithstanding any other provision of these articles, the corporation 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, or the corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) No substantial part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE TWO MEMBERSHIP, DUES, AND VOTING RIGHTS

Section 1. Membership and Voting Rights. The corporation shall have the classes of membership with the voting rights and privileges as specified herein. Any person, firm, or corporation engaged in woodturning, or interested therein, may become a member of the corporation as set forth in these Bylaws. Any regular, family, lifetime or honorary member shall be entitled to attend and participate in all membership meetings, skill enhancement sessions, demonstrations, symposia, or other events sponsored by the corporation on such terms and in accordance with such rules as the corporation may prescribe.

Regular Membership. A regular member is any one person 18 years of age or older, business, or corporation that practices woodturning as a profession or avocation, or is interested in woodturning. A regular member shall pay dues annually at the rate established for regular membership, from time to time, by the membership. A regular member shall have the right to one (1) vote on any issue that may come before the membership pursuant to the Articles of Incorporation or these Bylaws

Family Membership. A family membership is available to all people living together in a single household who practice woodturning as a profession or avocation, or are interested in woodturning. A family membership shall pay dues annually at the rate established for family membership, from time to time, by the membership. A family membership shall have the right to no more than two votes on any issue that may come before the membership pursuant to the Articles of Incorporation or these Bylaws regardless of the number of members in the family, but to exercise the two votes, two family members must be present at the vote.

Honorary Membership. An honorary membership may be bestowed by the membership on any individual in recognition for long and exemplary service rendered to the corporation or to the art and craft of woodturning. Honorary members shall pay no dues and shall not have the right to vote on any issue but shall be entitled to all other privileges of membership on the same basis as regular members.

Lifetime Membership. A lifetime membership may be bestowed by a majority vote of board of directors to any individual who is a regular or family member in recognition for long and exemplary services rendered to the corporation or to the art and craft of woodturning. Any member can nominate

a member for Lifetime Membership either at a regular meeting or in writing to the any board member.

Lifetime members shall pay no dues and shall have the right to vote on any issue and shall be entitled to all other privileges of membership on the same basis as regular members.

Section 2. Dues and Fees. The Board of Directors shall annually propose the rate of dues to be charged to regular and family members, which rate shall be approved by the membership. Dues shall be due on such date as the Board of Directors may prescribe.

Section 3. Default and Termination of Membership. Any regular or family member shall be in default in the payment of dues if not paid for a period of two months from the date on which such dues become due and payable. Members in default for two months may be terminated.

ARTICLE THREE BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors and Officers shall manage the affairs of the corporation. Directors may serve as Officers of the corporation.

Section 2. Number, Appointment, Tenure, and Removal. The directors of the corporation shall not number fewer than five (5) individuals elected by the membership of the corporation having voting rights. The Board of Directors shall be elected by an affirmative vote of a majority of the membership at the annual membership meeting and shall take office on January 1 of the following calendar year. The number of directors constituting the Board of Directors may be increased or decreased within the limits set forth above by an affirmative vote of a majority of the membership. All directors shall be regular or family members (at least 18 years of age) of the corporation.

The term of office for a director shall be 5 years and until the election and qualification of his/her successor. Directors of the corporation may be removed from office, with or without cause, by an affirmative vote of the membership at a special membership meeting called for that purpose.

Section 3. Meetings. The Board of Directors shall meet at least once annually at such time and place as the Board Chair may designate. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. The board shall elect the Board Chair, Secretary and Treasurer and other positions as needed at their annual meeting.

Members of the Board of Directors, Officers or of any committee thereof may participate in a meeting of the Board of Directors, Officers or such committee by using

electronic communication means that permits all participants to communicate with each other. Such participation shall constitute presence in person at such meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the Board Chair or any two directors, and shall be held at a place as the directors may determine. Notice of any special meetings of the Board of Directors shall be given at least five days previously thereto by written notice, delivered personally, or sent by mail, telegram, facsimile transmission, or e-mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 5. Waiver of Notice. A director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express and sole purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if fewer than a majority of the directors are present at any meeting the meeting shall be adjourned with no business conducted.

Section 7. Board Decisions. The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors of the corporation shall be filled by appointment by the remaining members of the Board of Directors for the unexpired portion of the term.

Section 9. Compensation. The members of the Board of Directors shall not receive any compensation for their services, but the corporation may, by resolution, authorize the reimbursement of directors for actual sums expended on behalf of the corporation.

ARTICLE FOUR OFFICERS

Section 1. Officers. The officers of the corporation shall be President, President Elect, Secretary, Treasurer, Newsletter Editor, Membership Chair, Program Chair and SWAT Representative. The officers of the corporation may be directors of the corporation and shall have the authority and duties as prescribed herein. An officer may hold more than one office except that the President shall not simultaneously hold the position of Treasurer.

The officers may appoint such other officers, who shall “not” be corporation officers, as they shall deem desirable. These officers shall be elected annually by the membership at the annual meeting to be held at the annual membership meeting and shall have the authority and perform the duties as prescribed, from time to time, by the Board of Directors.

Section 2. Term of Office. The officers of the corporation shall be elected by an affirmative vote of the majority of the membership present at the annual membership meeting and shall take office on January 1 of the following calendar year. The term of office shall be one year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly appointed and qualified.

Section 3. Removal. Any officer elected by the membership may be removed from office by a majority vote of the membership present and voting at a special membership meeting called for that purpose, whenever, in its judgment, the best interests of the corporation would be served thereby. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby.

Section 4. Vacancies. The Board of Directors may fill a vacancy in any office for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. The Officers shall ensure that the business of the corporation is conducted in accordance with these Bylaws. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporation having the same or similar general purpose and objectives as this corporation.

President – The President shall be the principal executive officer of the corporation and may serve as the chair of the Board of Directors. The President shall supervise and control the day-to-day business and affairs of the corporation and shall conduct the corporation’s membership meetings. At the end of the term the President shall assume the duties of Past President for one year.

President Elect – The President Elect shall conduct membership meetings in the absence of the President and, in the event of the President’s inability to serve, resignation, or removal, shall accede to the office of the President. The President Elect shall perform other duties as may be assigned by the President. At the end of the one-year term of office the President Elect shall assume the position of President.

Secretary – The Secretary shall keep the minutes of the meetings of officers and membership and see that all notices required by law or these Bylaws are duly provided.

The Secretary shall maintain a set of Operational Guidelines that may from time to time be approved by the membership. The Operational Guidelines shall be available to any member in good standing. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

Treasurer – The Treasurer shall receive all membership dues and fees and all other moneys belonging to the corporation. The Treasurer shall keep current and accurate books of account and records of all moneys that flow through the corporation and disburse corporate funds only in accordance with duly authorized expenditures. The Treasurer shall make a verbal report of the status of the treasury at each membership meeting and shall provide the President with the balance of the treasury and a list of the receipts and expenditures since the last monthly report. The Treasurer shall provide the President, and any other member the President shall designate, a copy of all expenditures and receipts made or received and an annotated copy of the most recent bank statement as requested. This report shall also be available to any member in good standing. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

Membership Chair – The Membership chair shall maintain and provide a list of all members and their current status. The Membership Chair shall collect annual dues from all members and forward all dues receipts to the Treasurer.

Program Director – The Program Director shall plan and organize programs for each membership meeting and shall be the official contact for all demonstrators presenting at the monthly membership meetings or at special events.

Newsletter Editor – The Newsletter Editor shall be responsible for coordinating, composing, editing, producing, and distributing the newsletter to the membership and other selected recipients. The newsletter shall assist the corporation in its purpose of educating members, other woodturners, and the public in and about the art and craft of woodturning. The monthly newsletter shall serve as the minutes of the last membership meeting.

SWAT Representative - The SWAT rep will serve as the corporation's Southwest Association of Turners Director and liaison until the successor has been duly elected or appointed and qualified.

Section 6. Compensation. The officers of the corporation shall not receive any compensation for their services, but the corporation may, by resolution, authorize the reimbursement of officers for actual sums expended on behalf of the corporation.

**ARTICLE FIVE
RELATION OF CHAPTER TO THE CORPORATE ORGANIZATION**

Section 1. American Association of Woodturners, Inc. (AAW) Membership. All Officers and Directors of the Central Texas Woodturners Association Chapter agree to be members in good standing of the parent organization, the American Association of Woodturners, Inc.

Section 2. Advice and Counsel. While it is understood that the parent organization will provide advice and counsel, as requested, Local Chapters are advised that the nature and extent of their activities are left to their discretion. Demonstrations, while probably part of the normal activities of Local Chapters, 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.

Section 3. Safety. The AAW strongly recommends placing some sort of sign or notice on or around any lathe used for demonstration; that safety eye protection must be worn and a full-face shield when needed. Use a dust mask and wear hearing protection as necessary. The lathe is a potentially dangerous instrument only to be used with Chapter approved supervision.

**ARTICLE SIX
COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director, of any responsibility imposed on him/her by law.

Section 2. Other Committees. The President may designate other committees not having and exercising the authority of the Board of Directors in the management of the corporation.

**ARTICLE SEVEN
CONTRACTS, CHECKS, DEPOSITS, INSURANCE AND GIFTS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the

corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time by the Treasurer to the credit of the corporation in such banks, trust companies, or other depositories insured by the FDIC or other federally insured corporation as the Board of Directors may select.

Section 4. Gifts and Grants. The Board of Directors may accept on behalf of the corporation any contribution, grant, gift, bequest, or device for any purpose of the corporation.

Section 5. Insurance. The corporation shall provide chapter and member liability insurance to all dues paying members and non-member volunteers. The corporation shall provide Director/Officer liability insurance.

ARTICLE EIGHT BUDGET AND FISCAL YEAR

Section 1. Budget. The Board of Directors of the corporation shall annually prepare a proposed budget for the next fiscal year that shall be submitted to the membership for approval.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January of each year and end at midnight on the 31st day of December of that year. The Board of Directors may, by resolution, elect to change the fiscal year to such other fiscal year if it determines that such change is in the best interest of the corporation.

ARTICLE NINE MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting. The annual membership meeting shall be held on the third Tuesday in November of each year, or at such other time as the Officers may prescribe. The election of officers and directors shall occur at the annual membership meeting and those elected shall take office the following January 1. The Officers shall use best efforts to give notice to the membership of a slate of candidates for office by email or other written notice (mail, fax, etc.) immediately preceding the annual membership meeting. No other notice shall be required, but additional notice may be provided at the discretion of the Board of Directors. Additional nominations of candidates for office may be received from the floor at the annual membership meeting.

Section 2. Quorum and Voting Requirements. The presence in person or by proxy of 25% of the club membership entitled to vote shall be necessary to constitute a quorum for the transaction of business at the annual membership meeting. Regular and family members are entitled to vote as provided in these Bylaws if their dues are current. Election shall be by affirmative vote of a majority of the members present and voting.

Section 3. Proxies. Every club member entitled to vote at any regular, annual, or special membership meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution. The original proxy shall be provided to the President or other officer conducting the meeting at the time the votes are cast.

Section 4. Special Membership Meetings. The Board of Directors or Officers may call special membership meetings. In addition, upon written request of 20% of the corporation's membership, the Board of Directors shall call a special meeting to consider a specific subject. Notice of a special membership meeting shall be emailed or provided by other written notice (mail, fax, etc.) to club members that are entitled to vote at least 30 days prior to the date of the special membership meeting. The notice will show the time and place of the meeting and will include a proposed agenda. Quorum and voting requirements shall be the same as those for the annual membership meeting.

Section 5. Regular Membership Meetings. The Corporation shall endeavor to conduct monthly meetings for the membership at such time and location as they may determine to assist the corporation in its purpose of educating woodturners, members, and the public in and about the art and craft of woodturning.

ARTICLE TEN SEAL

The Board of Directors may provide a corporate seal, which contain the words Central Texas Woodturners Association. The Board of Directors may, by resolution, designate any form of seal as it may from time to time specify.

ARTICLE ELEVEN WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of law of the State of Texas, the Articles of Incorporation, or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE TWELVE INDEMNIFICATION

The Board of Directors may, by resolution duly adopted, indemnify and advance expenses to any director, officer, employee or agent of the corporation for any liability or expenses incurred by that individual in good faith and in his official capacity to the maximum extent permitted by law.

ARTICLE THIRTEEN INDEBTEDNESS

AAW's national office MUST be notified in writing PRIOR to a Local Chapter incurring any indebtedness for AAW.

ARTICLE FOURTEEN NET PROFITS

The corporation is not operated for profit. Any net profits earned by the corporation in excess of its costs and expenses incurred and in excess of the corporation's needs for both capital and non-capital items shall be used by the corporation to further its public educational purpose.

ARTICLE FIFTEEN DISTRIBUTION IN THE EVENT OF TERMINATION

In the event of the dissolution or termination of the corporation, no member, director, officer, or employee shall be entitled to any distribution or division of its remaining property or proceeds, and any balance of the corporations' property, received from any source, shall, after payment of all debts and obligations of the corporation, be distributed exclusively to one or more exempt organizations with similar purposes, in accordance with the provisions of Section 501(c)3 of the Internal Revenue Code of 1954 as the same now exists or may from time to time be amended.

ARTICLE SIXTEEN AMERICAN ASSOCIATION OF WOODTURNERS DISCLAIMERS: FISCAL AND LEGAL

The corporation, the 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. The Central Texas Woodturners Association specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. The Board of Directors of the Central Texas Woodturners Association is not responsible for the debts nor shares in the profits of the American Association of Woodturners. The Central Texas Woodturners Association does not

shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the National Organization AAW.

**ARTICLE SEVENTEEN
AMENDMENT OF BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a 70% majority of the members present at any regular membership meeting or at any annual or special membership meeting if at least thirty (30) days' notice is given by email or other written notice (mail, fax, etc.) to club members that are entitled to vote of intention to alter, amend, or repeal or to adopt new bylaws at such meeting. Copies of all modifications to these bylaws MUST be filed with the national office of AAW.

Adopted:

These Bylaws have been adopted by an affirmative vote of the majority of the membership of the Central Texas Woodturners Association, held on _____.

Signed:

Board Chair/
President: _____

Vaden Mohrmann

Date: _____

President Elect: _____

Dwight Schaeper

Date: _____

Secretary: _____

Hilda Carpenter

Date: _____

Board Member\
Treasurer: _____

Len Brissette

Date: _____

Program Chair: _____

Pat Jenkins

Date: _____