

Bylaws of Etowah River Woodturners

A Chapter of the American Association of Woodturners, Inc.

Official Copy of the By Laws as of February 2, 2017

By Laws of Etowah River Woodturners

A Chapter of the American Association of Woodturners, Inc. (Hereafter called AAW)

ARTICLE 1 - Organization

*Etowah River Woodturners hereafter called **ERW** is an organization formed for individuals interested in woodturning and was formed on February 1, 2017. The primary purposes of **ERW** are consistent with the fundamental purposes of the **AAW**, to provide information, education and a organization for those interested in turning wood.*

The chapter organizer is: Larry W. McClish, Email address: lwmclish@gmail.com

Article 2 - Office

The principle office of this organization will be located at het current President's official address. All correspondence should be addressed through this address and the current Secretary's official address.

Article 3 Relation of ERW to AAW

The ERW shall be a Chapter of the American Association of Woodturners, AAW, and shall support and participate in the activities of that organization. The 4 Executive Officers of the Chapter agree to be members in good standing of the AAW. The Chapter will encourage all members to become affiliated with the AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Chapter; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the (The Club) or it's Board of Directors.

Demonstrations, while part of the normal activities of ERW, are to be conducted solely at the discretion of the Board of Directors of ERW. At all demonstrations when woodturning equipment will be used, notice will be given to all attendees and/or participants of the inherent dangers of woodturning and that appropriated safety equipment should be used.

ARTICLE 4 - Mission Statement

Our mission is to provide education and information to those who are interested in woodturning. We define woodturning as the shaping of wood using a lathe, which results in objects and images that range from the familiar to the profound. This includes everything from decorative and functional bowls, boxes, and vessels, to furniture, architectural spindles, toys, tools, musical instruments, and sculptural objects.

ARTICLE 5 - Purposes and Objectives

In following the thrust of our Mission Statement, the ERW 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.

ARTICLE 6 - Membership and Fees

Regular Membership shall be open to all persons eighteen (18) years of age or older. Membership shall be contingent upon the payment of dues.

Voting Members Members in “Good Standing” are those whose annual membership fees and other fees due to ERW are fully current. Members in “Good Standing” shall be referred to as Voting Members. All Voting Members shall be actively involved in Club activities and volunteer to serve on at least one committee per year.

Honorary Members Individuals who at the discretion of the Board of Directors receive the status of Honorary Member. This status is a non-voting membership, and does not require payment of membership fees to ERW.

Membership Fees The membership fees shall be set by the Board of Directors and shall be periodically reviewed. Membership fees shall be payable on or before January 1 of each year. Fees for new members are payable upon joining. Members joining after September 1 shall be considered to be paid for the following year.

ARTICLE 7 - Fiscal Year

The fiscal year of the Chapter shall be the calendar year, and may be changed by the Board of Directors if such change will benefit the Chapter.

ARTICLE 8 - Meetings

A. Monthly Meetings: Regular meetings of the Chapter shall be held on the 1st Wednesday of the month or at alternative times, with the time and location determined by the Board of Directors and announced in the newsletter, email or by direct mail.

B. Special Meetings: Special meetings may be called by the Chapter's Board of Directors. Also, upon written request of 20% of the Chapter's membership, the Board of Directors shall call a meeting to discuss a specific subject. Notice of a "Special Meeting" shall be published in the Chapter's newsletter, or by separate email or direct mail letter, at least two weeks prior to the date of the meeting. This notice will show the date, time, and place of the meeting, and will include a proposed agenda.

C. Quorum: The presence in person, or by proxy, of 25% of members of the Chapter entitled to vote shall be necessary to constitute a quorum for the transaction of business. Members are entitled to vote only if current dues have been paid.

D. Proxies: Every member of the Chapter entitled to vote at any regular meeting may vote in proxy. A proxy shall be in writing and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after one month from the date of its execution.

ARTICLE 9 - Officers

A. Board of Directors (hereafter called BOD)

The BOD shall be the governing body of the Chapter, and shall have all powers necessary to conduct the business of the Chapter, which are consistent with these By-Laws. The BOD shall nominate Directors, Officers, and appoint committees and special positions as may be required. The BOD shall also have the power to abolish any committee or special position.

The BOD shall consist of four elected Officers, President, Vice President, Secretary, and Treasurer, plus Newsletter editor and the immediate Past President. Terms of office shall be staggered to provide continuity. Directors shall serve a two year term. The President and Secretary shall be elected in odd numbered years and the Vice President and the Treasurer shall be elected in even numbered years.

All ERW Directors must be members of the AAW. If requested by a Director, the ERW will pay the annual AAW dues for a Director during their term of office.

The elections will be held at the November meeting and the Directors shall assume office at the January meeting.

Directors shall be elected by a majority vote of those Voting 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 the October meeting and through an advanced mailing (email is acceptable) to the membership.

The BOD shall normally meet once a quarter to conduct planning and other business. All members in good standing are eligible to attend meetings, but only the Directors are eligible to vote.

B. *Vacancies:* Whenever any vacancy occurs on the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot by the remaining members of the Board of Directors at a regular Board meeting, or at a special meeting which shall be called for that purpose. The election shall be held as soon as possible, but no later than sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces.

C. *Removal of Directors:* Any one or more of the Directors may be removed with just cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

PRESIDENT- The President shall be the chief executive officer of the Chapter; shall chair all meetings of the Board of Directors, and regular monthly meetings of the Chapter; shall be authorized to make deposits and withdrawals of the Chapter's funds for Chapter purposes; and shall have the power to enter into and sign contracts in the name of the Chapter whenever such contracts are authorized by the Board of Directors. The President shall have the authority to make committee appointments, and will coordinate the appointment and actions of an Audit Committee, as required.

VICE PRESIDENT- In the case of death, or the absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the Office of President. The Vice President shall be the Chairperson of the Program Committee. As such the Vice President shall be responsible for scheduling programs for general meetings and other events as decided by the BOD. Duties shall include the arrangement of visits by outside demonstrators who must be members of AAW, demonstrations by ERW Voting Members, visits of ERW members to other chapters, or other places of interest and assuring that insurance requirements are met by such activities. The Vice President may appoint members to the Program committee and delegate to them such duties as are deemed appropriate.

SECRETARY- The Secretary shall attend and keep minutes of all meetings of the Chapter, its Officers, and its Board of Directors. The Secretary shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise

committed; shall keep a list of the members of the Chapter; 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 interim Secretary.

TREASURER- The Treasurer shall be responsible for handling, depositing, and accounting of all funds of the CHAPTER, and shall provide a monthly report to the Board of Directors of all receipts, disbursements, and monies on deposit. The Treasurer shall collect membership fees and all other monies. The Treasurer shall maintain the official current membership list including phone, mailing, email addresses, and shall coordinate this list with the BOD.

The treasurer shall be responsible for filing all tax related forms as required by law. in general the Treasurer will perform all the duties incident to the office of Treasurer and any other duties as may be requested by the President.

IMMEDIATE PAST PRESIDENT-The immediate past President shall serve in a non voting advisory capacity to the BOD and may perform such duties as requested by the President.

ARTICLE 10

Nomination of Officers

Prior to the holding of elections, the President shall appoint, with the advice and consent of the BOD at least three Voting Members to a Nominating Committee who shall select a slate of candidates for each vacancy to be filled (except Past President) and who shall 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 and elected. Members in good standing may propose members for consideration to the Nominating Committee in addition nominations may be made from the floor.

ARTICLE 11

Indebtedness

All functions of ERW are on a cash basis. ERW may not incur any debt at anytime.

ARTICLE 12

Equipment and supplies

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

ARTICLE 13

Amendments

These By-Laws may be amended from time to time by the membership. Such action shall be preceded by giving all Chapter members ten (10) days prior notice of the meeting at which such amendments will be considered, and all provisions for proxies and mail in ballots shall have been given. Corrections and clarifications made to these By-Laws shall not be considered as amendments.

ARTICLE 14

Member Notifications

Annually the membership shall be notified of the following information:

- The name, address, email address, and phone number of each of the elected officers.
- The primary and correspondence mailing and email address of ERW.
- The membership fee structure.

ARTICLE 15

Quorum and Order of Business

A Quorum shall consist of 25% of all member eligible to vote. A Quorum of the BOD shall be a simple majority. Meetings shall be conducted following *Roberts Rules of Order, Modern Edition*.

ARTICLE 16

Insurance

As a chapter of AAW, ERW will utilize insurance available either commercially or through AAW.

All demonstrators from ERW must be Voting Members to be covered by insurance. Demonstrators that are not member of ERW must be members in good standing of AAW or covered for liability by an insurance policy equal to, or better than the existing AAW policy.

ARTICLE 17

Disclaimers: Fiscal and Legal

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

ERW specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. ERW does not have any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the AAW.

ARTICLE 18

Indemnification

Each person who has been, now is or shall hereafter be a member of the 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 therefrom 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.

Signatures of Officers presiding at the time that these By-Laws were adapted and approved:

Adopted: Date _____

President's Signature _____

President's Name: Larry W. McClish

Vice President's Signature _____

Vice President's Name: Allen Quandee

Secretary Signature _____

Secretary Name: Ron Carrabotta

Treasurer Signature _____

Treasurer Name: George Starsmeare

Submitted by: Larry W. McClish, President
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