

# *The Association By-Laws*

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## ARTICLE I

### Name

The name of this non-profit corporation shall be Tennessee Association of Woodturners, Inc. The official acronym shall be "TAW" and hereinafter referred to as the Association.

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## ARTICLE II

### Purposes and Objectives

The Corporation is organized exclusively for educational purposes, and its mission is to educate Woodturners and the public, in and about the art and craft of woodturning. This mission will be accomplished by encouraging and facilitating the establishment of various programs for Woodturners; by disseminating information about sources of material and equipment; by exposing the art of woodturning to the public; and by serving as a center of information about woodturning for members, galleries, interior designers, other interested groups and the general public. 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).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such

assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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## ARTICLE III

### Membership

#### Section 1

Qualifications: Any person, firm or corporation engaged in woodturning or interested therein, may become a member.

#### Section 2

Categories of Membership: There shall be the following categories of membership in the Association:

- (a) A Regular member is any one person, business, or corporation who practices woodturning as a profession or avocation or is interested in woodturning. - \$25 per year.
- (b) A family/household member is all people living together in a household who practice woodturning as a profession or avocation or are interested in woodturning. - \$35 per year.
- (c) A contributory member is one who elects to pay \$100.00 or more, for an annual membership. There shall be 3 levels of contributory membership.

Supporter Member - \$100 per year.

Sponsor Member - \$500 per year.

Patron Member \$1,000 per year.

#### Section 3

Membership Qualifications: A person, firm or corporation may become a member by written application on forms provided by the Association, accompanied by payment of one year's dues, to the president, secretary or the treasurer of the Association. Regular and family members joining after July 31st of any year shall have their dues prorated to one half the regular amount. Dues are non-refundable.

#### Section 4

Honorary Members: The Board of Directors at a duly organized meeting may elect Honorary Members by unanimous vote of the directors present. Honorary Members shall

be exempt from payment of any fees whatsoever and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

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## ARTICLE IV

### Fiscal Year

The fiscal year shall be set by the Board of Directors, and may be changed from time to time if the Board of Directors determines the change will benefit the Association.

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## ARTICLE V

### Dues

#### Section 1

Annual Dues: The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Association by members.

#### Section 2

Payment of Dues: Renewal Dues become payable January 1 of each fiscal year.

#### Section 3

Default and Termination of Membership: When any member shall be in default in the payment of dues not paid by the last day of February in the fiscal year, his or her membership will thereupon be terminated.

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## ARTICLE VI

### Meetings

#### Section 1

Annual Meetings: Membership meetings shall be held at least once each year at 7 PM on the first Tuesday of February at the Tennessee Baptist Children's Home unless a notice of a different meeting time and place, signed by the secretary, shall be published in the "Tennessee Turner", and communicated not less than seven (7) days before the time of

the meeting. All notices of meetings shall set forth the time, date, place and purposes of the meeting.

## Section 2

Special Meetings: Special meetings may be called by the Board of Directors. Upon written request of 20% of the Association Membership, the Board of Directors shall call a special meeting to consider a specific subject. Notice of a special meeting shall be communicated at least 30 days prior to the date of the special meeting. The notice will show the time and place of the meeting and will include a proposed agenda.

## Section 3

Quorum: The presence in person or by proxy of 25% of members of the Association entitled to vote shall be necessary to constitute a quorum for the transaction of business. All categories of paid memberships are entitled to vote if their dues are paid current.

## Section 4

Voting: Only dues- paying members may vote. Each dues-paying member shall be entitled to only one vote. Each family/household member shall be entitled to only one vote despite the number of individuals in the family and household. If the manner of deciding any question has not been otherwise prescribed, it shall be decided by a majority vote of the members present in person or by proxy, assuming that a quorum is in attendance.

## Section 5

Proxies: Every member of the Association entitled to vote at any meeting thereof may vote in 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.

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## ARTICLE VII

### Board of Directors

#### Section 1

Number of Directors: The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors. This Board of Directors shall be charged with the responsibility of the day-to-day operation of the association and the prudent conduct of its business. The Board of Directors shall consist of 4 Officers and at least 5 Directors, with the Board of Directors determining the actual number of Directors for each year.

The members of the Board of Directors shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

## Section 2

Election of Directors and Terms of Office: The Directors shall be elected at the annual meeting of the Association and shall serve rotating terms of two years.

## Section 3

Duties of Directors: The Board of Directors may:

1. Hold meetings at such times and places as it chooses.
2. Print and circulate documents and publish the "Tennessee Turner".
3. Communicate with other organizations interested in woodturning.
4. Employ agents.
5. Devise and execute such other measures as it deems proper to promote objectives of the Association and to best protect the interest and welfare of the members.

## Section 4

Meetings of the Board: A regular meeting of the Board of Directors shall be held within 30 days after the annual election. Notice of the meeting and the agenda there of, shall be communicated to each member of the board at least ten days before the time appointed for the meeting. The president may, when he/she deems necessary, or the secretary shall, at the request in writing of three (3) members of the Board, issue a call for a special meeting of the Board, at least ten days before the time appointed for the meeting. Due to the great distances directors may be required to travel to a meeting, the Board shall have the option of conducting meetings by mail or email, all decisions to be made by written ballot. Ballots must state the matters to be considered and must be returned to the secretary within twenty (20) days after being mailed to the last recorded address of each board member. All notices of meetings shall include the time and place of the meeting along with a proposed agenda.

## Section 5

Quorum: Five (5) members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the president and vice-president, the quorum present may choose a chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than ten (10) days later. Decisions by ballot require an affirmative vote of at least six (6) members.

## Section 6

Absence: Should any member of the Board of Directors absent himself/herself unreasonably from three consecutive meetings of the Board without sending a communication to the president or secretary stating his or her reason for so doing, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant, and will be filled under the provisions of Section 7 below.

## Section 7

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 of the remaining members of the Board at a regular meeting or at a special meeting which shall be called for the purpose. The election shall be held within sixty days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the director he/she replaces.

## Section 8

Removal of Directors: Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

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## ARTICLE VIII

### Officers

#### Section 1

Number: The officers of Association shall consist of a president, a vice-president, a secretary and a treasurer. These officers shall serve on and be included in the Board of Directors. No person shall at the same time, hold more than one office.

#### Section 2

Method Election: The 4 Officers shall be elected at the annual meeting of the Association and shall serve for terms of three years.

#### Section 3

Duties of Officers: The duties and powers of the officers of the Association shall be as follows:

## President

The president shall preside at the meetings of the Association and of the Board of Directors and shall be a member ex officio, with right to vote, of all committees except the nominating committee. He or she shall also, at the annual meeting of the Association and such other times as he or she deems proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the president. The president shall have the authority to make committee appointments.

## Vice President

In the case the president leaves office or in the absence of the president, or his or her inability from any cause to act, the vice president, shall perform the duties of the office of the president. It shall be the duty of the vice president to engage participants as demonstrators at all club meetings and internal club educational and/or training sessions. When the club participates in any and all external demonstrations or events, it is the vice president's duty to coordinate all phases to insure the Tennessee Association of Woodturners will be represented favorably.

## Secretary

It shall be the duty of the secretary or his or her designated representative to give notice of and attend all meetings of the Association and its several divisions and all committees and keep a record of their doings. The secretary shall conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; keep a list of the members of the Association; collect the fees, annual dues and subscriptions and pay them over to the treasurer; notify the officers and members of the Association of their election; notify members of their appointment to committees; furnish the chairman of each committee with a copy of the vote under which the committee is appointed, and at his or her request give notice of the meetings of the committee; prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Association, and generally devote his or her best efforts to forwarding the business and advancing the interests of the Association. In case of absence or disability of the secretary, the President may appoint a secretary pro tem. The secretary shall be the keeper of the Corporation's seal.

## Treasurer

The treasurer shall keep an account of all monies received and expended for the use of the Association. Disbursements to the treasurer will require the approval of any officer other than himself or herself. He or she shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the annual meeting or when called upon by the president. Funds may be drawn only upon the signature of the treasurer or president if the treasurer is unavailable. The funds, books and

vouchers in his or her hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his or her term of office, he or she shall deliver over to the successor all books, monies and other properties, or in the absence of a treasurer-elect, to the president. In the case of absence or disability of the treasurer, the President may appoint a treasurer pro tem.

#### Section 4

Bond of Treasurer: The Board of Directors may require that the treasurer give a surety bond in an amount to be determined by the Board of Directors. A validated copy of the surety bond shall be presented to the Board of Directors prior to assuming the handling of the assets and specifically his or her signing of any checks. If required, the cost of the surety bond will be paid by the Association.

#### Section 5

Vacancies: All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or at a meeting specifically called for that purpose.

#### Section 6

Compensation of Officers and Directors: The officers and directors shall receive no salary or compensation.

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### ARTICLE IX

#### Committees

##### Section 1

Nominating committee: The President shall appoint in December of each year, a nominating committee consisting of members in good standing. The nominating committee will offer its nominations for officers and directors in January. At the February meeting, additional nominations of members who have agreed to serve if elected may be made from the floor. Elections to be held during the March meeting with the newly elected board and officers beginning their terms at that time.

##### Section 2

Other Committees: As soon as practical after the election, the president shall appoint appropriate committees, including but not limited to, the publications, library, refreshments, program and membership. The members of such committees shall hold office until the appointment of their successors.

Section 3

Special Committees: The president may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 4

Committee Quorum: The majority of any committee of the Association shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise.

Section 5

Committee Vacancies: The various committees shall have the power to fill vacancies in their membership.

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ARTICLE X

Amendments

These by-laws may be amended, repealed or altered in all or in part by majority vote at any duly organized meeting of the Association or by mailed ballot. The proposed change shall be mailed to the last recorded address of each member at least twenty days before the time of the meeting which is to consider the change.

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ARTICLE XI

Indemnification

Section 1:

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 Association shall be indemnified by the Association 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 Association.

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## ARTICLE XII

### Dissolution

By two-thirds vote of all the members of the Association, the Association may be dissolved. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an order of the proper court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall the assets of the Association be distributed to or inured to the benefit of any individual member.

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## ARTICLE XIII

### Rules of Order

The meetings of this Association shall be conducted in accordance with Robert's Rules of Order.

## ARTICLE XIV

### Relationship to American Association of Woodturners

The Tennessee Association of Woodturners, Inc. is an official chapter in the American Association of Woodturners (AAW), a 501c3 educational nonprofit corporation. All officers of the Association agree to be members in good standing of the AAW. The Association will encourage all members to become members of AAW. The AAW specifically disassociates itself from any debts, obligations or encumbrances of the Association. The AAW does not shoulder any legal liability for accidents that occur during events of any kind sponsored by the Association.