

Amended June 5, 2020
BYLAWS OF BAY AREA WOODTURNERS ASSOCIATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1; NAME AND OFFICES

The name of the corporation is 'Bay Area Woodturners Association' and in these bylaws is referred to as the 'Association'.

The Association's corporate office is located at the address of the current registered agent for service of process, which is:

Bay Area Woodturners Association
One Santa Barbara Road
Pleasant Hill, CA 94523

which shall be changed from time to time with the election of the Board of Directors.

The home address of any current Director may also be used for Association purposes. The Board of Directors may change, add or delete the location of its offices from time to time. Such office changes shall not be deemed an amendment to these bylaws.

The Association is a local chapter of the:

American Association of Woodturners
75 W. 5th Street, # 222
St. Paul, MN 55102

ARTICLE 2; PURPOSES

The purposes of the Association are to encourage the craft of woodturning by conducting educational programs for its members and the general public through:

- regular meetings at which information is exchanged among members,
- demonstrations conducted by experts in woodturning techniques, safety and equipment,
- workshops, where members can practice their techniques under the supervision of experts, and
- publication of a newsletter and web site

ARTICLE 3; MEMBERSHIP

The Association shall have the following three classes of membership:

1. General, which shall be open to all persons with an interest in woodturning. Individuals shall be admitted to and maintained as General Members upon payment of the annual membership dues, as set by the Board of Directors.

The Board may revoke an individual's General Membership, if in the opinion of the Board, the member:

- no longer supports the purposes of the Association,
- fails to practice good safety during Association events, and/or

- fails to pay moneys owed to the Association for a period of 90 days or more.

A member under consideration for revocation shall be notified in writing by the Board and given 30 days to respond or correct the deficiency. If the individual fails to resolve the deficiency to the Board's satisfaction, the Board shall notify the individual in writing.

A member may appeal the revocation by writing a letter to the Board within 30 days of the Board's action. At the next General Meeting following the Board's receipt of the appeal, a Director shall explain to the General Membership the justification for revocation. The member shall be given the opportunity to explain why he/she believes the action is unjustified. The General Membership present at the meeting, including the Board of Directors and the appealing member, shall then vote by secret ballot as to whether the revocation shall stand or be overturned. A majority of the votes cast shall determine the outcome.

2. Life, which is a General Member who also has been elected to this additional membership class by the Board. To qualify for Life Membership, an individual must have:

- been an active member of the Association for ten years or more, and
- provided the Association with exceptional service.

Annual membership dues shall be waived for Life Members. Life Membership shall continue as long as the individual stays active in the Association. Life Members shall be liable for all other charges associated with demonstrations, workshops, etc.

3. Junior, which is a General Member who qualifies for this additional membership class by virtue of being:

- 18 years old or younger and
- a full-time student.

Annual membership dues shall be waived for Junior Members. Junior Members shall be liable for all other charges associated with demonstrations, workshops, etc. Junior membership shall continue as long as the individual stays active in the Association, has not turned 19 years old and remains in school.

ARTICLE 4; BOARD OF DIRECTORS

The Association shall have a Board of Directors (referred to in these bylaws as the Board) consisting of the following five voting positions: President, Vice President, Treasurer, Secretary and Member-at-Large. The Board shall be empowered to conduct the business affairs of the Association including among others the powers to:

- establish fees, including annual membership dues
- establish the calendar of Association events
- adopt policies
- approve contracts
- appoint officers
- set meeting times and places
- approve annual business plans, and
- establish special purpose committees

The powers of the Board shall be subject to the provisions of the California Nonprofit Public

Benefit Corporation law, the Association Articles of Incorporation and these bylaws.

The President, Vice President, Treasurer, Secretary and Member at Large shall be elected to office by the General Membership at the Association's October Meeting. All the Directors shall serve a term of one calendar year. Directors shall not hold the same office within the Board for more than two consecutive years. Directors shall be limited to six consecutive years on the Board, regardless of the positions held. Counting for these term limits shall commence 1 January 2017.

If the previous year's President is not reelected in any of the five board positions, he/she may be appointed to serve the following year as past president in an advisory capacity.

A Director can be recalled from office without cause by a majority vote of the General Membership at any time. A request to recall a Director from office must be submitted by 5 General Members to the Board in writing. A Director who is not the subject of the recall will preside over the process by introducing the request at the next General Meeting and lead a discussion of the request's merits. After reasonable discussion, the presiding Director shall call for a floor motion and second in support of the recall. If the recall motion passes by a majority hand vote of the General Members present, the motion shall be published in the next edition of the Association's newsletter and on its web site along with a notice of a final vote at the next meeting of the General Membership. Such publications shall occur at least-three days prior to the General Meeting. If the initial motion fails to receive a majority hand vote, it shall be dropped from further consideration.

A quorum for the final recall vote shall be forty percent of the General Membership. All General Members present at the meeting plus all properly submitted absentee ballots shall be counted toward establishing a quorum. To be counted toward a quorum and to be counted in the final voting, an absentee ballot must reach the presiding Director prior to the start of the meeting. Absentee ballots must be sealed and bear the member's name and signature on the outside.

During the meeting, the presiding Director shall distribute ballots to all General Members present. The members shall mark their votes on the ballots. Completed ballots must be folded and bear the member's printed name and signature on the outside face. The presiding Director shall select three General Members to ensure that each member has voted only once that a quorum has been achieved, and certify the voting results. The presiding Director shall announce the results during the meeting.

Should a vacancy occur on the Board for any reason, the remaining Directors shall, by majority vote, select a new Director from the General Membership. The new Director shall serve until the beginning of the next calendar year. The Directors shall serve without compensation, but they may be reimbursed for out-of-pocket expenses incurred on behalf of the Association.

ARTICLE 5; APPOINTED OFFICERS

Upon their election to office, the Board of Directors may appoint individuals from the General Membership to fill the following officer positions: Librarian, Web Master, Newsletter Editor and Membership Coordinator, Wood Meister, AV Coordinator, Communications Coordinator and Store Manager. The Board may create additional Appointed Officer positions at any

time: Appointed Officers serve the same one-year term as the Board that appointed them.

An Appointed Officer can be removed from office without cause with the approval of at least three Directors. Should an officer vacancy occur, the Board may, by majority vote, select a new officer from the General Membership. This new officer shall serve until the beginning on the next calendar year.

Appointed Officers shall serve without compensation but may be reimbursed for out-of-pocket expenses incurred on behalf of the Association. An individual may serve in an Appointed Officer position for an unlimited number of years.

ARTICLE 6; NON-LIABILITY OF DIRECTORS, OFFICERS AND MEMBERS

The Directors, Appointed Officers and General Members of the Association shall not be personally liable for the debts, liabilities, or other obligations of the Association. The Board may secure liability insurance to protect the Association and its Directors, Appointed Officers and General Members from legal action.

ARTICLE 7; REGULAR BOARD MEETINGS

The Board of Directors may conduct one meeting each month (to be called the Regular Board Meeting) for the purpose of reviewing the Association's financial situation, policies and programs. A Regular Board Meeting requires a quorum of not less than three Directors. To be approved, actions must be adopted by a majority of the Directors present. If fewer than three Directors are present the meeting may proceed, but no action may be voted on. The meetings shall be chaired by the President and in his/her absence by the Vice President.

At the start of each year, the Board of Directors shall establish a calendar of Regular Board Meetings. The Secretary, or in the absence of the Secretary another Director appointed by the President, shall record the topics discussed and the outcome of actions taken at such meetings. The Board may cancel any Regular Board meeting with the approval of at least three Directors.

ARTICLE 8; SPECIAL BOARD MEETINGS

The Board of Directors may hold Special Board Meetings in addition to its regular monthly meetings to expedite matters that cannot wait until the next Regular Board Meeting without hurting the affairs of the Association. Any Director may call a Special Board Meeting. A Special Board Meeting requires a quorum of not less than three Directors. To be approved, actions must be adopted by a majority of the Directors present. If fewer than three Directors are present the meeting may proceed, but no action may be taken. The meetings shall be chaired by the President and in his/her absence by the Vice President.

Advance notice of Special Board Meetings must be given to all Directors at least three days prior to the meeting via email, telephone, or post. Advanced notice of such meetings to the General Membership is not required. The Board may cancel any Special Board meeting with the approval of at least three Directors.

The Secretary, or in the absence of the Secretary another Director appointed by the President,

shall record the topics discussed and the outcome of actions taken at such meetings.

ARTICLE 9; OFFICERS MEETINGS

The Board of Directors and Appointed Officers may conduct one or more meetings each year (to be called the Officers Meeting) for the purpose of reporting on current and planned activities. The meeting(s) shall be chaired by the President and in his/her absence by the Vice President. Directors may take action at an Officer Meeting, as if it were a Regular Board Meeting, provided a quorum of at least three Directors is present. To be approved, actions must be adopted by a majority of the Directors present.

ARTICLE 10; GENERAL MEETINGS

The Association may hold a General Membership meeting once a month (to be called the General Meeting) for the purpose of pursuing the Association's educational purposes.

At the start of each year, the Board of Directors shall establish a calendar (to the extent practical) of General Meetings, which shall be posted on the Association's web site and listed in its newsletter. Notice of all meetings shall be given to the General Membership in advance of the meeting via the Association's web site and newsletter. Such notice shall include the meeting time and date, location and general purpose.

Any General Member may ask a question, present a suggestion for consideration by the Board or request a general membership discussion at a General Meeting. This provision is intended to provide the General Membership with an opportunity to influence the Board and its actions. At such times, the President shall encourage other General Members to comment. The discussion shall continue until the Board has a sense of the collective views of the General Membership present. At such time as the President believes that this initial discussion appears to adequately address the matter, the President may close the discussion and move on to other business. Should any General Member object to this action, the President shall put the issue of continuing the discussion to a majority vote of the General Members present. If it appears in the opinion of the President that the matter under discussion requires more consideration than is possible at the current meeting, the President shall appoint an ad hoc committee of General Members to pursue the matter at another time and report back to the General Membership at the next General Meeting. The Board may cancel any General Meeting with the approval of at least three Directors.

ARTICLE 11; OCTOBER MEETING

At the October General Meeting, the Association shall elect new Directors and review the Association's financial status and such other matters as the General Membership may wish to consider.

ARTICLE 12; RECORD KEEPING AND INSPECTION

The Association shall maintain records in accordance with Table 1, Bay Area Woodturners Association Record keeping. Any member may inspect any of the Association's records by making a request to the particular record's custodian (as shown in Table 1) at least five days in advance. The member and the record custodian shall work to find a mutually convenient time

and place to conduct the inspection.

ARTICLE 13; MEMBER PRIVACY

The Association shall maintain a membership directory consisting of names, mail and email addresses, telephone numbers and such other information as may be necessary to support the Association's activities. These membership data are the sole property of the Association and are to be used only to support Association business. Data about individual members shall not be revealed outside the Association without their written consent.

ARTICLE 14; DUTIES OF DIRECTORS AND OFFICERS

- **President.** The President shall be the chief executive officer of the Association and shall supervise the activities of the other Directors and Appointed Officers. The President shall act only in accordance with the resolutions of the Board and these bylaws. The President shall chair all Board, Officer,-and General Meetings. The President shall be authorized by the Board of Directors to sign checks, and shall be authorized to sign contracts, state filings and other legal documents on behalf of the Association.
- **Vice President.** The Vice President shall perform the duties of the President in the absence of the President. The Vice President is also responsible for arranging for demonstrations, workshops, galleries, exhibits, contests, and will coordinate with other local woodturning clubs to promote sharing of guest speakers and demonstrators.
- **Treasurer.** The Treasurer shall have custody of and be responsible for the management of the Association's funds and securities. The Treasurer shall invoice accounts due, receive funds and prepare bank checks to cover the obligations of the Association. The Treasurer shall be authorized to sign checks, contracts, state filings and other legal documents on behalf of the Association. The Treasurer shall maintain such bank accounts and other trusts as approved by the Board. The Treasurer shall oversee the Association's insurance.

At the February Board Meeting, the Treasurer shall submit an annual budget to the Board, which the Board shall review and approve, as soon as the plan is deemed satisfactory. The Treasurer shall periodically review the Association's finances and budget status at Regular Directors' Meetings.

The Treasurer shall maintain accurate and current accounts of the Association to include a budget and financial statements showing current funds and disbursements, amounts due, amounts payable, and gains and losses from the Association's activities. The Association's fiscal year shall begin on 1 January and end on 31 December. The Treasurer shall cause to be prepared the Association's tax and other legally required filings and ensure that they are sent to the proper government agency in a timely manner. The Board may request the Treasurer to prepare special financial reports.

The Treasurer shall maintain all of the Association's archival records regarding state and federal filings, insurance and financial transactions as described in Table 1.

- **Secretary.** The Secretary shall take meeting minutes at all Board meetings and the October General Meetings. No minutes are required at General Meetings, other than in October. If the

Secretary is absent from one of these meetings, the President shall appoint a temporary secretary to record the minutes. The Secretary shall circulate draft-meeting minutes to Directors for their review and approval. The Secretary shall incorporate any changes noted. The minutes from the above meetings shall be posted on the Association's web site. The Secretary shall supervise the election of Directors as described in Article 15.

- Member at Large. The Member at Large shall be responsible for social gatherings and fund-raising initiatives.

ARTICLE 15; ELECTION OF DIRECTORS

Directors shall be elected each year according to the following calendar. The current Board shall prepare a slate of candidates and present it to the General Membership at the September General Meeting. General Members may make additional nominations during the September General Meeting.

The election of Directors shall be held during the October General Meeting. All Members present at the October General Meeting are eligible to vote.

The election will be conducted by a show of hands with the outcome determined by a simple majority. In the event of a contested election, paper ballots may be ordered by the Secretary.

The newly elected Directors shall take office at the start of the Association's next fiscal year, starting 1 January.

ARTICLE 16; LIFE MEMBERS

The Board of Directors at its discretion may from time to time offer Life Membership to General Members in accordance with Article 3.

ARTICLE 17; ADOPTION AND AMENDMENT OF THESE BYLAWS

These bylaws were amended by a majority of the Association's General Members on June 5, 2020.

The Association's Bylaws will be reviewed annually by the presiding Board of Directors at which time the BOD will consider any amendments or clarifications necessary. General members may also request review of any article by submitting their request in writing to the BOD.

After any revisions are approved by the BOD, the revised Bylaws shall be submitted to the membership for their review one month prior to a vote to adopt is made at the next General Membership meeting.

Upon presentation, the revised Bylaws will be voted on by show of hands and adopted or rejected by a simple majority of the members present and voting. Upon acceptance the revised By Laws will become active immediately.

Date Adopted: June 5, 2020

Certifying Signatures: /s/ [Board of Directors present at June 5, 2020 BOD meeting]

Table 1
Bay Area Woodturners Association Record Keeping

Association's Records	Custodian
<ul style="list-style-type: none"> • Articles of Incorporation • Non-financial filings • Bylaws • Board, Officer and October meeting minutes • Safety rules • Other items 	Secretary
<ul style="list-style-type: none"> • State filings • Annual business plans (e. g., budget) • Monthly financial reports • Tax certificates and returns • Bank records • Insurance policies, updates and related certificates • Miscellaneous financial documents & correspondence 	Treasurer
<ul style="list-style-type: none"> • Members' contact data • Status of annual dues payment 	Membership Coordinator
<ul style="list-style-type: none"> • Library inventory and loan records • Status of library fees owed 	Librarian
<ul style="list-style-type: none"> • Web data • Newsletters (electronic) 	Web Master