

By-Laws of
The Arizona Woodturners Association, LLC

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The Arizona Woodturners Association, LLC
(A Chapter of the American Association of Woodturners)

ARTICLE I

Name

The name of this organization shall be the Arizona Woodturners Association, LLC This organization shall also be identified as "the Arizona Woodturners Association, LLC or by the acronym AWA, and may be referred to in these by-laws simply as the "Chapter". The principal office of the corporation shall be located at the address of its then current President of the Board of Directors. 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 chairman of the Board of Directors is not a resident of Arizona, an Arizona resident shall be appointed from among the Directors as the agent.

ARTICLE II

Mission Statement

The mission of the AWA is to provide education and information to those who are interested in woodturning. Woodturning is defined 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 III

Purposes and Objectives

In following the thrust of the Mission Statement, the Arizona Woodturners Association, LLC 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.

Section A Purpose: The Arizona Woodturners Association, LLC is formed and shall be operated exclusively for "charitable, scientific and educational" purposes as defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code") (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or as may be hereafter amended. The primary mission of the AWA is to create and coordinate a wide range of educational opportunities for Woodturners and people interested in woodturning.

Section B Private Inurement: No part of the net earnings of the Arizona Woodturners Association, LLC shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director or officer of the AWA shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the AWA in effecting its corporate purposes. No substantial part of the activities of the AWA shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor

shall the AWA participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section C Liquidation: In the event the Arizona Woodturners Association, LLC is dissolved and liquidated, the Board shall, after paying or making provision for payment of all the liabilities of the chapter, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code (and who have been so described for a period of at least sixty (60) months prior thereto, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any of the property or assets not so distributed shall be distributed by the Court of Common Pleas for the County in which the principal office of the Arizona Woodturners Association, LLC is located to one or more organizations so described for such purposes.

Section D Private Foundation Restrictions: For any period in which the Arizona Woodturners Association, LLC is determined to be a private foundation within the meaning of Section 509 of the Code:

- (a) The Association may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) (other than clauses (vii) and (viii) and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.

ARTICLE IV

Relationship with the American Association of Woodturners

The Arizona Woodturners Association, LLC shall be a Chapter of the American Association of Woodturners, (AAW), and shall support and participate in the activities of that organization. The four executive officers of the Chapter agree to be Members in good standing of the AAW. The Chapter shall encourage all Members to become affiliated with the AAW. The AWA acknowledges that: the AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Chapter; and the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the AWA or its Board of Directors.

ARTICLE V

Membership

Section A Qualifications: Regular Membership shall be open to all persons eighteen (18) years of age or older. Membership shall be contingent upon the payment of dues as provided for in Article VI of these Bylaws. The Membership year runs from 1 Jan to 31 Dec.

Section B Categories of Membership: The Chapter shall have the following categories of Membership:

Regular Member: any person who practices woodturning as a profession or avocation, or is interested in woodturning.

Associate Member: any person under the age of eighteen (18) years, or any individual designated by the Board of Directors at a duly organized meeting, and voted unanimously by those present to attain that category. Associate Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular Members, except the right to vote or hold office.

Family Membership: defined as two individuals from the same household who practice woodturning as a profession or avocation, or are interested in woodturning.

Honorary Member is any individual designated by a Board Member or chapter Member that has contributed to the chapter in an exemplary manner. Members nominated for this status shall be reviewed at a duly organized Board Meeting, and voted unanimously to attain that category. Honorary Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular Members.

Section C Removal of Member: Removal of any Member of the Arizona Woodturners Association, LLC may be accomplished by a majority vote of the full Board of Directors.

ARTICLE VI

Dues

Section A Annual Dues: All Members shall pay dues as recommended by the Board of Directors and approved by the Membership. Dues for Members joining during the year shall be pro-rated.

Section B Membership Renewal: Dues shall be due no later than the first meeting in January. Members who do not pay their dues prior to the meeting shall be considered to have dropped their Membership. Such persons must pay their full annual dues in order to reinstate their Membership for the current year. If Membership has lapsed for a period that exceeds one year then the Member will be considered a new Member. Exceptions to the above may be considered by the Board of Directors should extenuating circumstances be present.

ARTICLE VII

Fiscal Year

The fiscal year of the Chapter shall be the May 1st to April 31st, and may be changed by the Board of Directors if such change will benefit the Chapter.

ARTICLE VIII

Meetings

Section A Monthly Meetings: Regular meetings of the Chapter shall normally be held on the third Saturday of each month or alternatively, at a date and time determined by the Board of Directors provided such changes are announced on the website, by email or by direct mail.

Section 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 on the Chapter's website, or by separate email or direct mail letter, at least thirty days, prior to the date of the meeting. This notice shall show the date, time, and place of the meeting, and shall include a proposed agenda.

Section C Quorum: The presence in person, or by proxy, of 15% of Members of the Chapter entitled to vote shall constitute a quorum for the transaction of business. Members are entitled to vote only if current dues have been paid.

Section D Proxies: Every Member of the Chapter entitled to vote at any regular meeting may vote by 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 year, from the date of its execution.

ARTICLE IX

Board of Directors

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

Section B Number and Manner of Election: The Board of Directors shall consist of four (4) elected Executive Officers and five (5) elected Directors, and the Board-appointed Club Librarian and Club Webmaster. The Board of Directors shall determine the number of Directors requiring election, select a slate of nominees, present it to the Membership in March, and accept any nominations from the floor at that time. Elections shall be conducted at the April meeting with newly elected Directors assuming duties on May 1st. Election shall be by a simple majority of votes cast by the Membership present.

Section C Terms of Office: Elected Directors shall serve for terms of two years. Terms of the elected Directors should be staggered to maintain some degree of continuity within the Chapter.

Arrangement of terms shall be coordinated by the currently serving Directors. The Chapter secretary shall record the term of each Director and advise the Board which Director's term expires each year.

Section D Meetings of the Board: A regular meeting of the Board of Directors shall be held within 45 days of the annual election of Officers and Directors. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing from three (3) Members of the Board, issue a call for a special meeting of the Board, at least ten (10) days before the appointed date for the meeting. Due to distances involving considerable travel, special meeting items and related decisions requiring Board approval, may be accomplished via email or direct mail, Online Conference or Teleconference. Proposals must be clearly stated, and responses returned to a designated Member of the Board of Directors within seven (7) days.

Section E Quorum: In regular meetings, a simple majority of Directors shall constitute a quorum. In e-mail ballots (decisions), a majority of Directors currently in office shall be required to determine an affirmative vote.

Section F Vacancies: Whenever a 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.

Section G 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 Directors present at any special meeting called for that purpose.

Section H No household may have more than one Member serving as a Director or officer at any one time

ARTICLE X

Officers

Section A Number: The Executive officers of the Chapter 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.

Section B, Method of Election: The Officers shall serve for a term of two years. A slate of Officers shall be developed by the Board of Directors in March, presented to the Membership, and combined with any nominations from the floor at that time. The

election of Officers shall take place at the April, meeting with the newly elected Officers assuming full duties on May 1st. Elections shall be by a simple majority of votes cast by the Membership present.

Section C Duties of Officers: The duties and powers of the Officers of the Chapter shall be as follows:

PRESIDENT- The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has Members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

VICE PRESIDENT - In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice President will also act as Program chair and is responsible for scheduling activities for regular meetings of the corporation.

SECRETARY- The Secretary shall:

- Certify and keep the original, or a copy, of the Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meeting of committees of Directors and of Members, recording therein the time and place of the holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law of the provisions of these Bylaws, to duly executed documents of the corporation.
- Keep a Membership book containing the name and address of each and any Members, and, in the case where any Membership has been terminated, he or she shall

record such fact in the Membership book, and the minutes of the proceedings of the Directors of the corporation.

- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

TREASURER- Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.
- Render to the President and Directors, whenever requested, and account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- Submit a monthly report to the Board detailing the status of all funds held by the corporation.
- Such accounting shall then be reported to the general Membership of the corporation a minimum of once per quarter.

Section D Bond of President and Treasurer: The Board of Directors may require that the President and Treasurer give a surety bond in an amount 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. The cost of the surety bond shall be paid for by the Chapter.

ARTICLE XI

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 XII

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 XIII

Indemnification

Each person or organization who has been, now is or shall hereafter be a Member of the Board of Directors, an Officer, committee Member, or sponsor 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 or them 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.

ARTICLE XIV

Chapter Policies and Procedures

The Board shall be responsible for maintaining a set of Rules and Procedures by which the day to day operation of the chapter shall be carried out.

ARTICLE XV

Conflicts of Interest

Section A Purpose: The purpose of the conflict of interest policy is to protect AWA interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of AWA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict-of-interest applicable to non-profit and charitable organizations.

Section B Definitions:

- 1.) Interested Persons: Any Director, principal officer, or Member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- 2.) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:(a) an ownership or investment interest in any entity with which AWA has a transaction or arrangement; (b) a compensation

arrangement with AWA or with any entity or individual with which AWA has a transaction or arrangement; or (c) a potential ownership or investment/interest in, or compensation arrangement with, any entity or individual with which AWA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C, Paragraph 2 of this Article, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists. The AWA shall only enter agreements with an Interested Person if the agreement is at cost or within industry average profit.

Section C Procedures:

1.) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

2.) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee Members shall decide if a conflict of interest exists.

3) Procedures for Addressing a Conflict of Interest

- a.) An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.) The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.) After exercising due diligence, the governing Board or committee shall determine whether AWA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.)) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in AWA's best interest, for its

own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4.) Violations of the Conflict of Interest Policy

If the governing Board or committee has reasonable cause to believe a Member has failed to disclose an actual or possible conflict of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D Records of Proceedings: The minutes of any meeting of the governing Board or any committee with Board delegated powers discussing a conflict-of-interest shall contain:

- (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- (b) the nature of the financial interest;
- (c) any action taken to determine whether a conflict of interest was present; (d) the governing Board's or committee's decision as to whether a conflict of interest in fact existed;
- (e) the names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- (f) the content of the discussion, including any alternatives to the proposed transaction or arrangement; and
- (g) a record of any votes taken in connection with the proceedings.

Section E Compensation: A voting Member of the governing Board who receives compensation, directly or indirectly, from AWA for services is precluded from voting on matters pertaining to that Member's compensation. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AWA for services, is precluded from voting on matters pertaining to that Member's compensation. A voting Member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from AWA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section F Annual Statements: Each Director, principal officer and Member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy; and (d) understands that AWA is a charitable organization and, in order to maintain its federal tax exemption,

it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G Periodic Reviews: To ensure AWA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to AWA written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H Use of Outside Experts: When conducting the periodic reviews provided for in section G, the AWA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted

ARTICLE XVI

Prohibited Activities

AWA was formed for charitable and educational purposes as set forth in Articles II and III of these By-Laws. Thus, AWA recognizes that it is prohibited from undertaking activities which impermissibly benefit private interests. AWA shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code.

Adopted: Date _____

President's Signature _____

President's Name _____

Vice President's Signature _____

Vice President's Name _____

Secretary Signature _____

Secretary Name _____

Treasurer Signature _____

Treasurer Name _____