

BYLAWS of the SOUTHERN ARIZONA WOODTURNERS ASSOCIATION

ARTICLE I - Location and Office

This organization hereafter identified as the Southern Arizona Woodturners Association will serve, though not limited to, the general area of the southern part of Arizona. The principal office of this organization will be located with the official location of the then current president of the Chapter. All official correspondence should be addressed through the Secretary at the address shown in the Roster or the Newsletter.

ARTICLE II - Relation of the Southern Arizona Woodturners Association to the American Association of Woodturners

All officers of the Southern Arizona Woodturners Association (SAZWA) agree to be members in good standing of the American Association of Woodturners (AAW), Inc. Further, all members of SAZWA are encouraged to be members in good standing of AAW.

The Southern Arizona Woodturners Association, as a chapter of the American Association of Woodturners hereby adopts the following terms and conditions of the AAW:

- 1) While it is understood that the American Association of Woodturners will provide advice and counsel, as requested, the SAZWA is advised that the nature and extent of its activities are left to the discretion of its members and officers. Demonstrations, while part of the normal activities of the Chapter, are to be conducted solely at the discretion of the Chapter Board of Directors, and all safety and instruction is to be under their explicit direction and control.
- 2) The AAW strongly recommends placing signs 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. The lathe is a potentially dangerous instrument only to be used with Chapter approved supervision.

ARTICLE III - Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This Chapter is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this organization shall be: to foster a wider understanding and appreciation of lathe-woodturning as a traditional and contemporary craft and art form among the general public, hobbyist woodturners, part-time woodturners, and professional woodturners. This shall be accomplished by providing education, information, organization and technical assistance relating to woodturning. In addition we plan to offer conferences, audio/visual programs, seminars, shows, exhibits, and may include studies, research, educational programs and mentoring to that end.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its Members, Directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IV - Membership and Dues

Section 1. Membership

Membership is open to anyone without regard to race, creed, color, religion, national origin, gender, sexual orientation, age, disability or other characteristics protected by State or Federal law. All memberships are for the fiscal year and expire on December 31st of each year. Members are encouraged to be members in good standing of the American Association of Woodturners.

Section 2. Application for Membership

Anyone applying for membership shall pay an application fee of ten (\$10) dollars, which shall cover initial costs including a name badge.

Section 3. Dues

Membership dues shall cover the fiscal year. There shall be no prorating of dues for members joining within the fiscal year. The amount of the annual dues shall be twenty-five (\$25) dollars for an individual membership and thirty-five (\$35) dollars for a family membership. Any member eighteen (18) years of age or younger shall be exempt from the annual dues. Any modification of the amount of dues shall be voted on by the general membership prior to the new fiscal year.

ARTICLE V – Meetings

Section 1. Regular Meetings

Regular monthly meetings shall be held on the 2nd Saturday of each month during the year from January through December at a place designated by the Board of Directors. The Board of Directors, with membership approval, may choose to suspend meetings during the months of June, July and/or August. The regular meeting date and time may be changed by the Board of Directors to accommodate special events provided there is at least 7-days prior notification of the members, said notification being by email, telephone or through the Chapter's web site.

Section 2. Special Meetings

Any special meeting of the membership may be called by the board with 7-days notice given to all members stating the time, place, and purpose of the meeting. Notice may consist of telephone calls, written notice delivered through the U. S. Postal Office, and/or by email.

Section 3. Quorum

A quorum consisting of no less than 30% of the membership shall be required to conduct business at any regular or special meeting.

Section 4. Conduct of Meeting

In all disputes involving parliamentary procedure, Robert's Rules of Order shall apply.

Only members with paid-up dues shall be eligible to vote on issues brought before the membership.

Section 5. Order of Business

Regular meetings of the Association shall cover the following subject matter: correction and approval of the prior meeting minutes, Treasurer's report, correspondence and communications, President's report, committee reports, introduction of new members and guests, unfinished business, new business, program/demonstration, and adjournment.

ARTICLE VI - Board of Directors

Section 1. Qualifications and Powers

The Board of Directors shall determine general policy and manage the affairs of the association subject to approval of the membership.

Members of the Board of Directors shall be of the age of majority in the State of Arizona and shall be a member in good standing of the American Association of Woodturners.

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken or approved by the members of this association, the activities and affairs of this association shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Board of Directors:

The Board shall consist of the following members:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Membership Chairman
- F. Immediate Past President
- G. Elected Board Member (1)

Section 3. Meetings

The Board of Directors shall meet monthly prior to the regular meeting or at the request of the president or three Board members. A majority of the Board members shall constitute a quorum with a majority of those present required for action on any item of business.

Section 4. Authorization

The Board of Directors or the President and one other member of the Board shall be empowered to authorize expenditures of association funds of up to one hundred (\$100.) dollars. Expenditures over \$100 shall require membership approval.

Section 5. Removal from Office

Any officer elected or appointed may be removed when the membership deems that the best interests of the association would be served by such removal. This would be accomplished by a majority vote of the members who are present at the time of the vote provided that at least 50% of the paid-up members are present. Voting shall be by secret ballot at a regularly scheduled meeting; provided, that all members shall be informed of such pending vote at least 30-days prior to the date of the meeting. Member notification shall be by announcement at the previous meeting, by regular mail and/or by email.

Any officer elected or appointed may be suspended by a vote of the other members of the Board for cause related to misuse of association funds, or the violation of AAW or SAZWA rules and regulations.

Section 6. Vacancies

Whenever a vacancy occurs on the Board of Directors the vacancies may be filled for the remaining term of the board member by appointment by the President with approval of the Board and membership.

ARTICLE VII - Officers and Duties

Section 1. Designation: All officers of the Association shall be members in good standing of the American Association of Woodturners and shall include:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Membership Chairman

Section 2. **President** - the President shall be the chief executive officer of the Association and shall preside over all regular meetings of the association and Board meetings in accordance with acceptable practices and guided by Robert's Rules of Order. Shall guide all officers, Board members standing committees, and all other committees in performance of their responsibilities. The President shall perform such other duties as may be imposed by vote of the majority of the membership.

Section 3. **Vice President** - In the absence of the President or in the event of his/her death, inability, or refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall serve as program chairman and perform such other duties as from time to time may be assigned to him/her by the President.

Section 4. **Secretary** - the Secretary shall record the minutes of all regular meetings and Board of Directors meetings; handle all correspondence and other duties incidental to the office; shall be responsible for the preparation and mailing of the newsletter; and shall carry-out such other responsibilities as directed by the President and/or Board.

Section 5. **Treasurer** - the Treasurer shall be responsible for the association funds, for keeping full and accurate account of all moneys received and disbursed and for all membership dues. The Treasurer shall be responsible for the deposit of all club moneys, in the name of the club, in a bank designated by the executive board. Either the Treasurer or the President shall sign all checks drawn on the association's checking account. The Treasurer shall submit a financial report at each meeting and a yearly report at the last meeting of the fiscal year. The Treasurer shall also be responsible for verifying that all members' casting votes are members in good standing.

Section 6. **Membership Chairman** - appointed by the Board of Directors the membership chairman shall be responsible for maintaining up-to-date membership lists and the purchase and distribution of the official nametags.

Section 7. Compensation

No officer shall receive any salary or fee for serving. However, officers shall be entitled to reimbursement of approved expenses incurred in carrying out the duties of their office.

ARTICLE VIII - Other Positions and Standing Committees

Section 1. Librarian

The Board of Directors will appoint a librarian who shall be in charge of the association's videotapes, DVD discs, magazines, books and other training materials. The Board shall establish a lending policy for the librarian to make these materials available on loan to the membership.

Section 2. Program Committee

The Program Committee, chaired by the Vice President, shall be responsible for arranging the monthly meeting agenda, including the arrangement for special guest speakers and/or demonstrators. The Vice President may select other members of his/her choice to serve on the program committee.

Section 3. Audit Committee

An audit committee shall be appointed by the Board to audit club finances at the time any treasurer takes office and at the end of the fiscal year. Members of the audit committee shall be responsible to the Board.

ARTICLE IX - Election of Officers and Terms of Office

Section 1. Nominations

At the regular October meeting of each year the President, with advice and consent of the Board, shall appoint a nominating committee of three (3) members to prepare a slate of nominees for the ensuing year. At the November meeting the chairman of the nominating committee shall read the slate of nominees. The President or presiding officer shall then call for nominations from the floor.

Section 2. Elections

Elections shall be conducted at the December meeting. All elections shall be by secret ballot, unless a secret ballot is dispensed with by a majority vote of all members present. The officers shall be elected by a majority vote of the paid members. If required there shall be a separate election for each office. Installation will take place at the December meeting. A joint Board meeting of out-going and in-coming officers will be held prior to the January meeting.

Section 3. Term of Office

The term of office for each elected officer shall be for one year from the first day of January through the thirty-first day of December. The President and Vice President shall not serve consecutively for more than two years in the same office.

ARTICLE X - Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the qualified members voting at a regular membership meeting. Proposed changes to these Bylaws shall have been previously submitted to the Board of Directors and that each member of the association shall have been informed and had an opportunity to read the proposed amendment(s) at least one month prior to the submission for a vote. The proposed amendment(s) shall be made available to the members through direct mailings, published in the association newsletter and/or made available through internet email.

Copies of all modifications to these Bylaws must be filed with the Administrative Office of AAW.

ARTICLE XI - Disclaimer: Fiscal and Legal

The American Association of Woodturners, Inc. and the Southern Arizona Woodturners Association are separate entities and specifically disassociate themselves from any debts, obligations or encumbrances of the other. Neither AAW nor SAZWA shoulder any legal liability for accidents that may occur during events of any kind sponsored or un-sponsored by the other organization. The AAW organization must be notified in writing prior to the SAZWA incurring any indebtedness for the AAW.

ARTICLE XII – Insurance

As a chapter of the American Association of Woodturners, Inc., the Southern Arizona Woodturners Association will utilize insurance available through and required by AAW. All demonstrators for SAZWA must be members in good standing of AAW to be covered by insurance. Demonstrators that are not members of SAZWA must be members in good standing of AAW or covered for liability by an adequate insurance policy.

ARTICLE XIII - General Provisions

Section 1. Fiscal Year: The fiscal year shall be from January 1st through December 31st.

Section 2. Books and Records: The books and records of SAZWA, in keeping with its status as a 501(c)(3) non-profit corporation, shall be made available for public inspection and copying with the consent of the majority of the Board of Directors, provided that such inspection and copying shall be in compliance with Arizona State Law with respect to public records and non-profit organizations.

Section 3. Severability: The invalidity or unenforceability of any provision hereof shall not affect the validity or enforceability of the remaining provisions hereof.

ARTICLE XIV – IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this association shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this association.

Section 3. Distribution of Assets

Upon the dissolution of this association, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as provided in Article XV Section 1 of these Bylaws; or, shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Arizona.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this association is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XV - Dissolution and Liability

Section 1. This Association and its members shall be responsible for expenses incurred at its direction in connection with its operations, functions, and activities. In the event of dissolution of this Association, any assets remaining after payment of all outstanding debts shall be donated to the American Association of Woodturners education fund.

Section 2. The Southern Arizona Woodturners Association will not be liable for any injuries or bodily harm resulting from the operation and activities of the Association. Each member joining the Association shall be given a copy of the Association Bylaws and will be required to sign a Waiver of Liability. Said Waiver of Liability shall be substantially in the form attached as Appendix A.

Adoption of Bylaws

We, the undersigned, are all of the initial directors of this association, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 8 pages and Appendix 'A', as the Bylaws of this Association.

Signed

President

Date

Secretary

Date

APPENDIX 'A' - Waiver of Liability

Southern Arizona Woodturners Association

I agree to comply with the by laws and rules of the Southern Arizona Woodturners Association, and will conduct myself in a manner that respects the safety of all members attending any function of the Association.

I acknowledge the Association will have programs and demonstrations of woodturning involving the use of power equipment and recognize the inherent dangers associated with the use of any power equipment. In the event that I am an active participant in any program or demonstration I agree to use any equipment, whether belonging to the Association, myself or other members, in a responsible manner and that use of any equipment shall be at my own risk.

I agree to hold harmless the Southern Arizona Woodturners Association and its officers and members of any responsibility and liability for any injuries or damage from my presence at any meeting place of the Association or from my use of any of the equipment in such meeting place.

I hereby declare that I, while attending any Association sponsored meeting, demonstration or other event, will not use any power equipment while under the influence of alcohol or narcotics, and that I am not taking any medications that would impair my ability to safely use any equipment.

It is understood that any member under the age of 18 attending any association sponsored activities shall be accompanied by an adult member of the Southern Arizona Woodturners Association.

I have read and understand the Southern Arizona Woodturning Association Bylaws and this Waiver of Liability and accept them as a condition of membership.”