

Adopted Effective January 18, 2020  
BYLAWS OF THE SANTA CRUZ WOODTURNERS

Mission Statement:

**The Santa Cruz Woodturners Association will promote public interest and education in the art of woodturning.**

ARTICLE 1: NAME AND OFFICES

The name of the Association is the "Santa Cruz Woodturners" and in these bylaws is referred to as the 'SCW'.

The principal place of business of the SCW is Santa Cruz, California

The temporary mailing address for SCW for 2020 is:

PO Box 66761

Scotts Valley, CA 95067

The home address of any current director may also be used for SCW 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.

SCW is a local chapter of the:

American Association of Woodturners

222 Landmark Center

75 5th St. W

Saint Paul, MN 55102

ARTICLE 2: PURPOSE

The specific purpose of this association is to promote woodturning education of the membership and the general public, and to generate a broader understanding of woodturning as an art form 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,

- Publication of an electronic and/or hardcopy newsletter and/or web site, and
- Public exhibition of members' work and demonstration of their skills.

### ARTICLE 3: MEMBERSHIP

SCW shall have the following two 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 the following:

- Payment of the annual membership dues, as set by the board of directors. If a general member fails to pay their dues for a period of 90 days, the membership is considered voluntarily terminated.
- Club dues will be pro-rated 50% for new members joining after June for the remainder of the year. If a past member has dropped his membership for more than 12 months they will be considered the same as a new member.

2. 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.

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

- No longer supports the purposes of SCW, or
- Fails to practice good safety during SCW events, or
- Fails to pay moneys owed to SCW 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 that his/her membership in SCW has been revoked.

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.

#### ARTICLE 4: BOARD OF DIRECTORS/OFFICERS

SCW shall have a board of directors (referred to in these bylaws as the Board) consisting of the following five officer positions: President, Vice President, Treasurer, Secretary and the immediate past president. The Board shall be empowered to conduct the business affairs of SCW including among others the powers to:

- Establish fees, including annual membership dues
- Establish the calendar of SCW events
- Adopt policies
- Approve contracts
- Appoint ad hoc 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 these bylaws.

The President, Vice President, Treasurer and Secretary shall be elected to office by the general membership at SCW November meeting. All of 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 four consecutive years on the Board, regardless of the positions held. Counting for these term limits shall commence 1 January 2020.

All directors of the SCW Chapter agree to be members in good standing of the American Association of Woodturners, Inc.

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 five 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. A quorum for the final recall vote shall be forty percent of the general membership. The recall motion must pass by a majority hand vote of the general members present. If the motion fails to receive a majority hand vote, it shall be dropped from further consideration.

If a vacancy occurs 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 SCW.

#### ARTICLE 5: NON-LIABILITY OF DIRECTORS, AND MEMBERS

The Board, and any ad hoc appointed officers and general members of SCW shall not be personally liable for the debts, liabilities, or other obligations of SCW. The Board may secure liability insurance to protect SCW and its Directors, appointed officers and general members from legal action.

#### ARTICLE 6: BOARD MEETINGS

The Board shall conduct one regular board meeting each quarter, with others to be called by the president as he/she feels is required for the purpose of reviewing SCW financial situation, policies and/or programs. The Board may hold special board meetings in addition to its regular board monthly meetings to expedite matters. A regular board meeting and special board meetings require a quorum of at least three directors. To be approved, actions must be adopted by a majority of the Board 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 or the treasurer in that order.

At the start of each year, the Board shall establish a calendar of regular board meetings, which shall be posted on SCW web site. 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 meeting record shall be archived in the secretary's notebook and on SCW web site. The Board may cancel any regular board meeting with the approval of at least three directors. Any general member may attend board meeting.

#### ARTICLE 7: BOARD/OFFICERS MEETINGS

The Board shall meet formally or informally as needed for the purpose of reporting on current and planned activities.

## ARTICLE 8: GENERAL MEETINGS

SCW shall hold a general membership meeting once a month (to be called the general meeting) for the purpose of pursuing SCW 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 SCW web site.

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 9: NOVEMBER MEETING

At the November general meeting, SCW shall elect new directors and review SCW financial status and such other matters as the general membership may wish to consider. Nominations for directors will open at the October monthly meeting.

## ARTICLE 10: RECORD KEEPING AND INSPECTION

SCW shall maintain records in accordance with Table I, Santa Cruz Woodturners Record Keeping. Any member may inspect any of SCW records by making a request to the particular record's custodian (as shown in Table I) five days in advance. The member and the record custodian shall work to find a mutually convenient time and place to conduct the inspection. The member may request copies of any records, but at the discretion of the president may be asked to pay the reproduction costs.

## ARTICLE 11: MEMBER PRIVACY

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

#### ARTICLE 12: DUTIES OF DIRECTORS/OFFICERS

- **President.** The president shall be the chief executive officer of SCW and shall supervise the activities of the other Directors. The president shall act only in accordance with the resolutions of the Board and these bylaws. The president shall chair all Board, and general meetings. The president shall be authorized to sign checks, contracts, state filings and other legal documents on behalf of SCW.

- **Vice President/Safety Officer.** The vice president shall perform the duties of the president in the absence of the president. The vice president will also be responsible for all issues pertaining to safety, including education and enforcement.

- **Treasurer.** The treasurer shall have custody of and be responsible for the management of SCW funds and securities. All funds must be deposited in a federally insured (FDIC) bank. The treasurer shall invoice accounts due, receive funds and prepare bank checks to cover the obligations of SCW. The treasurer shall be authorized to sign checks, contracts, state filings and other legal documents on behalf of SCW. The treasurer shall maintain such bank accounts and other trusts as approved by the Board. The treasurer shall oversee SCW insurance program.

No expenditures can be made without prior consent of the SCW Board.

The treasurer shall maintain accurate and current accounts of SCW to include a budget and monthly financial statements showing current funds and disbursements, amounts due, amounts payable, and gains and losses from SCW activities. SCW fiscal year shall begin on 1 January and end on 31 December. The Treasurer shall prepare SCW 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 SCW 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 and the October and November 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 of board meetings to directors and October and November general meetings to directors for their review and approval. The secretary shall incorporate any changes noted. The minutes from the above meetings shall be posted on SCW web site. The secretary shall supervise the election of directors as described in Article 15.

#### ARTICLE 13: SPENDING AUTHORITY

The Board may approve or authorize non-capital expenditures -- presented and considered as a unit. Consideration of anticipated income from events such as shows, demonstrations, and/or classes shall be factored into determining the estimated net amount. For example, a demonstrator fee and expenses may exceed the \$200 limit.

The treasurer and the Board will strive to approve and reimburse expenditures of \$100 or less within 30 calendar days from the date the treasurer receives the submitted expense. Expenses exceeding the \$100 limit may take up to 45 calendar days, since membership approval may be required

- Expenses that are above the limits listed above shall be submitted -- presented and considered as a unit -- to the general membership.
- The treasurer will report income and expenses to the general membership at each regularly scheduled monthly meeting.

#### ARTICLE 14: ELECTION OF DIRECTORS/OFFICERS

Directors shall be elected each year at the November general meeting. The current Board shall prepare a slate of candidates, and present it to the general membership at the October general meeting. general members may submit additional nominations during the October general meeting and at the November general meeting, prior to the election.

The election of directors shall be held during the November general meeting. A quorum for the election of directors shall be a majority of the general membership in attendance at such meeting.

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

#### ARTICLE 15: AMERICAN ASSOCIATION OF WOODTURNER'S DISCLAIMERS: FISCAL AND LEGAL

The corporation, the American Association of Woodturners, Inc., specifically disassociates itself from any debts, obligations or encumbrances of SCW. The corporate board of directors of AAW is not responsible for the debts, nor shares in the profits of SCW. The corporate organization does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by SCW. SCW specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. The board of directors of SCW is not responsible for the debts, nor shares in the profits of the American Association of Woodturners. SCW does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the national organization.

During 2020 SCW will file the Articles of Incorporation with the State of California. Upon incorporation SCW will apply for 501[c][3] status with the IRS and the California State Franchise Tax Board. It is the intent of SCW to maintain this status for each succeeding year.

#### ARTICLE 16: ADOPTION AND AMENDMENT OF THESE BYLAWS

These bylaws were adopted by a majority of SCW general members in the January 2016 general meeting and became effective January 2016. A formal revision was completed and adopted at the February 2020 general meeting and became effective January 2020.

A proposal to amend or terminate these bylaws may be submitted by any general member at any meeting of the general membership. After reasonable discussion, the president shall call for a floor motion and second in support of the proposal. If the motion passes by a majority hand vote of the general members present, the motion shall be published on its web site, along with a notice of a final vote at the next meeting of the general membership. Such publication 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 consideration.

A quorum for the final vote on such a motion shall be the majority of the general membership in attendance at such meeting.

The secretary shall announce the results during the meeting.

Date Adopted: February 2020

Certifying Signatures:

| Record Keeping              |  | Table 1   |
|-----------------------------|--|-----------|
| SCW Record                  | Contents   | Custodian |
| Secretary's Annual Notebook | <ul style="list-style-type: none"> <li>• Board, and October and November meeting minutes</li> <li>• Correspondence received and sent</li> <br/> <li>• State filings</li> <li>• Bylaws</li> <li>• Bylaw amendments</li> <li>• Safety rules</li> <li>• Other items that are not yet specified</li> </ul> | Secretary |
| Treasurer's Notebook        | <ul style="list-style-type: none"> <li>• Monthly financial reports</li> <li>• Tax certificates and returns</li> <li>• Bank records/cancelled checks</li> <li>• Insurance policies and related correspondence</li> </ul>  | Treasurer |
|                             |  |           |

REVISIONS

| Revision # | Date:   | Change:                                      |
|------------|---------|--|
| 1 -        | 1/20/20 | General revisions that reflects club growth. |

|     |          |   |
|-----|----------|---|
| 2 - | 2/5/2020 | Edits from January club meeting completed |
| 3 - |          |   |
| 4 - |          |   |
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