

BYLAWS
STRAIT TURNERS
A CHAPTER OF THE
AMERICAN ASSOCIATION OF WOODTURNERS, INC.

ARTICLE I – NAME and OFFICE

A. Name

The name of this non-profit organization shall be STRAIT TURNERS, INC and is a chapter of the AMERICAN ASSOCIATION OF WOODTURNERS, INC. The organization is referred to within these Bylaws by the acronym “ST” or as the “Chapter.” The use of “Association” or “AAW” within these Bylaws refers to the national organization, the American Association of Woodturners, Inc.

B. Registered Office and Registered Agent

The Chapter shall have and continuously maintain in the State of Washington a registered office and a registered agent whose office is identical with such registered office, as required by the Washington Non-Profit Corporation Act (RCW 24.03). The registered office and agent are listed in Attachment A and may be changed by the Board of Directors.

ARTICLE II – PURPOSES

The Chapter's purposes, in addition to supporting the general purposes of the parent organization, are to:

1. Share ideas and techniques regarding the craft of woodturning
2. Trade wood and provide information on wood identification and characteristics
3. Exchange ideas and information about tools and equipment
4. Conduct membership meetings at appropriate intervals with suitable programs, instructions, activities and demonstrations related to the woodturning craft. The meeting details are listed in Attachment A.
5. Promote the craft of woodturning
6. Publish a newsletter related to this Chapter's activities and the craft of woodturning
7. Engage in other activities and projects such as turning instruction, cooperative activities for the acquisition and use of the materials and tools of the woodturner, participation in local, regional and national meetings, demonstrations and other events related to woodturning.

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

ARTICLE III – MEMBERSHIP

Membership in the Chapter is open to any person interested in the art and craft of woodturning. However, should any member violate any provision of these Bylaws, or is unreasonably detrimental to the accomplishment of the Chapter's pursuit of the goals enumerated in Article II above or who unreasonably engages in unsafe practices during Chapter functions may be

terminated as a member by the passage of a motion to terminate with the approval of a majority vote of the Board of Directors at a regular Board meeting. A member may appeal their termination by submitting, within 7 days of notification of the Board action, a formal written request to the Secretary for review by the full membership. This review will be formally motioned at the regular Chapter meeting preceding the meeting where it will be voted upon. Removal requires approval of sixty percent of those members in attendance and voting on the issue. Should the vote result in termination, further appeal is not accepted.

The Chapter offers memberships with dues, over and above any fees paid by members to AAW, payable January first of each calendar year in the amount as established by the Board of Directors. New members joining after July 1 of their first year of membership will have their membership fee prorated for that calendar year in an amount as established by the Board of Directors. Each membership is a family membership that includes the immediate family. To remain in good standing, continuing members must pay full annual dues that are deemed payable at the beginning of each calendar year. Members who have not paid by March 31 will be removed from the list of members in good standing. Full dues must be paid to return to a Member in Good Standing status. Specifics related to amount of dues are contained in Attachment A.

All members are strongly encouraged to be members of AAW, but this is not a requirement.

Membership in the Chapter is not transferable or assignable.

ARTICLE IV - CHAPTER MEETINGS

The Chapter will conduct regular meetings (preferably monthly) at a time and place designated by the Board of Directors. A newsletter or other notice will be published at least one week in advance of each scheduled meeting. Other meetings may be called by a majority vote of the Board of Directors or not less than one-tenth of the general members of the Chapter having voting rights. For specifics see Attachment A.

Twenty-Five percent (25%) of the membership shall constitute a quorum for voting purposes at a general membership meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting without further notice. Members may be counted as present and vote by proxy.

ARTICLE V - BOARD OF DIRECTORS

A. General Powers

The property, affairs, activities and concerns of the Chapter shall be vested in a Board of Directors – individually referred to herein as “Director” or “Officer” and collectively referred to herein as the “Board”. The Board shall be charged with the responsibility of the operation of the Chapter and the prudent conduct of its business consistent with these Bylaws and the laws of the State of Washington.

B. Duties

The Board shall:

1. Hold meetings at such times and places as it chooses, see Attachment A.
2. Print and circulate documents and publish any other publications supporting the purposes and objectives of the Chapter.
3. Communicate with other organizations interested in any aspect of woodturning.
4. Employ agents on behalf of the Chapter.
5. Devise and execute such other measures as it deems proper to promote the objectives of the Chapter and to best protect the interest and welfare of the Chapter and its members.
6. Have a working knowledge and understanding of the Bylaws of the Chapter and the policies and procedures of the Chapter and carry out their duties in an ethical manner.
7. Be authorized to commit funds without approval of the general membership up to an amount as established by the membership. This amount shall be recorded by the secretary and listed in Attachment A. The amount may be amended only by majority vote of the membership in attendance at a regular membership meeting.

C. Number and Terms

1. There will be seven (7) voting members of the Board, which will include the President, Vice President, Secretary, Treasurer, Membership Director, Communications Director and the Immediate Past President. All, with the exception of the Immediate Past President, shall be elected by the general membership. The Immediate Past President shall be appointed by the President. If the Immediate Past President is unavailable to serve, the President may appoint an alternate past President for this position. If no past President is available, the President, with agreement of the Board, shall appoint a former Director.
2. The Board shall have two non-voting Members-at-Large who are appointed by the Board and may not be previous board members.
3. All nine Board members shall serve for a period of two years from the 1st day of January or until their successor is elected and takes office. Officers are limited to two full terms in any one position. i.e. the Secretary can be Secretary for no more than two terms, however after serving as Secretary for two terms they can hold a different office i.e. President.
4. In order to set up staggered terms, the Board may identify positions that will have a first term of only one year. See Attachment A.

D. Unexpected Board Vacancies

Whenever a vacancy occurs on the Board, that vacancy shall be filled without undue delay by a majority vote of the remaining Directors at a regular Board meeting or at a special Board meeting called for that purpose. A Director appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor.

E. Removal of Directors

Any Director may be removed for cause by majority vote of the Directors at a regular Board meeting or at a special Board meeting called for that purpose.

F. Resignation

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Chapter. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such officer, and the acceptance of the resignation shall not be necessary to make it effective.

G. Quorum

Three Voting Directors must be present to constitute a quorum at any Board meeting. In the absence of the President and Vice President, the quorum present may choose a chairperson for the meeting. If a quorum does not exist, a majority of the Directors present may adjourn the meeting; however, no official business may be conducted without a quorum of the full Board.

H. Manner of Acting

An act of the Board is effective only upon approval by a majority of the Directors present at a Board meeting.

I. Compensation

No compensation shall be paid to Directors of the Board for their services. Director expenses directly attributable to performing the duties of the Director will be reimbursable; however, expenses incurred must be authorized by the Board. Reimbursement of expenses up to a limit identified in Attachment A may be approved by either the President or the Treasurer without a Board vote.

J. Committees

The Board, by majority vote, may establish such committees it may deem necessary and appropriate. Each committee shall serve at the pleasure of the Board. All committee members and the chairperson will be appointed by the President. Persons serving on the committee may be Directors, members, or if deemed appropriate, from the community at large. A committee that has been delegated any power of the Board must have at least two members of the Board as members. For example committees see Attachment A.

K. Proposals from the General Membership

Any member of the Chapter may offer a proposal for consideration by the Board. Proposals shall be submitted in writing to the President. The President shall either refer the proposal to an appropriate committee for consideration and recommendation or place it on the agenda of the next scheduled meeting of the Board.

L. Meetings of the Board of Directors

1. Board meetings may be held monthly or more often but not less often than once per quarter. Notice of the regular meeting and the agenda thereof shall be sent to each Director at least four (4) days prior to said meeting.
2. The President may, when he/she deems necessary, or the Secretary shall, at the request of two Directors of the Board, issue a call for a special Board meeting. The call and notice for a special Board meeting must be at least 24 hours prior to the appointed meeting time.

3. The Board shall have the option of meeting by phone or other electronic device deemed appropriate in order to conduct special and regular Board meetings.
4. Board meetings shall be open to the general membership and their attendance is encouraged.

M. Absence

Should a Director be unable or unwilling to attend a regular or special meeting of the Board, he/she shall communicate to the President or Secretary the reason for such absence. Should a Director be absent from three (3) consecutive meetings, the Board may review the reasons for absence and, if deemed unacceptable, the Board may declare the seat vacant by majority vote of the Board.

ARTICLE VI – ELECTIONS TO THE BOARD

A. Qualifications of Candidates

A candidate for the Board must be a Chapter member in good standing and, if running for President, Vice President, Secretary, or Treasurer, must be a member of the AAW.

B. Nominating Committee

1. A nominating committee will be appointed by the President in concert with the Board in August of each year for the purpose of soliciting qualified and interested members for election to the Board.
2. Membership:
 - 2.a. The Immediate Past President of the Board shall be the chairperson.
 - 2.b. One person who is a former Board member.
 - 2.c. One general member of the Chapter.
3. Responsibilities
 - 3.a. Accept nominations for candidates.
 - 3.b. Seek out and encourage qualified candidates who would not otherwise run.
 - 3.c. Interview and review all candidates including incumbents to:
 - 3.c.i. Ensure that all nominees are willing to serve, to execute those responsibilities called out in the Bylaws and Attachment A for the proposed position, and to provide education information and organization to those interested in woodturning.
 - 3.c.ii. Be alert for candidates interested in a Board position solely for personal self-interest.
 - 3.c.iii. Select at least one and preferably two candidates for each open position.
 - 3.d. Provide to the Board for review no later than the first of October of the year of the election a slate of nominees for the open Executive Officer positions and the other open positions on the Board.
 - 3.e. Nominees for President shall have previously been on the board at least 1 year.

ARTICLE VII – OFFICERS Duties and Responsibilities

1. President

The President is the principal officer of the Chapter, subject to the control of the Board. Primary responsibilities shall be to supervise and control all the business of the Chapter authorized by the Board. These include any deeds, mortgages, bonds, contracts, or other

instruments which the Board has authorized except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or required by law to be otherwise signed or executed. In general, The President shall perform all duties as may be prescribed by the Board from time to time.

The President shall also perform the following duties:

- a. Preside at the meetings of the Chapter and of the Board.
- b. Designate, with Board assistance, all committees, and their chairmanship.
- c. Annually appoint the Nominating Committee.
- d. Coordinate the Chapter's activities and programs and conduct any necessary business with AAW.
- e. Ensure that all orders and resolutions of the Board are placed in effect.
- f. Supervise all other officers of the Chapter and see that their duties are properly performed.
- g. Submit a report of the operations of the Chapter for the preceding year to the members.
- h. Perform such other duties as are necessarily incident to the office of the President.
- i. See Attachment A for other responsibilities.

2. **Vice President**

The Vice President is responsible for all club demonstrations, training, and special workshops. The duties include:

- a. Secure demonstrators for club meetings and occasional all-day sessions.
- b. Provide the Board with a schedule of upcoming programs listing the demonstrator, subject of demonstration and cost of those programs.
- c. 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 the President.
- d. See Attachment A for other responsibilities.

3. **Secretary**

The Secretary's responsibilities include:

- a. Record and publish the minutes of the general membership and Board meetings. The Meeting Minutes should be provided to the webmaster for inclusion on the Web after Board approval.
- b. Maintain custody of the Chapter records. An inventory list of Chapter Records should be on the Web and records should be available for Board or General Member review.
- c. Keep a register of the post office address of each Officer and Director and in general perform all duties incident to the office of Secretary.
- d. Perform general duties incident to the position of secretary and such other responsibilities as from time to time may be assigned by the President or by the Board.
- e. See Attachment A for other responsibilities

4. **Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts when requested for moneys payable to the Chapter and deposit all such moneys in the name of the Chapter in such banks or other depositories that shall be selected in accordance with these Bylaws, and in general perform all the duties incident to the office of Treasurer.

The Treasurer will have the following responsibilities:

- a. Keep full and correct account of receipts and disbursements in the accounts of the Chapter.
- b. Dispose of funds of the Chapter as may be ordered by the Board, taking proper vouchers for such disbursements.
- c. Render to the President and members of the Board, timely and accurate financial statements as requested.
- d. Provide to the Board meeting at the end of each fiscal year, a written report of the Chapter's financial status, which any member may inspect upon request. The Treasurer's accounts will be audited at the end of the fiscal year by an independent representative appointed by the Board.
- e. Submit such tax, corporate and financial forms to Federal and State governments as may be required by those bodies.
- f. Perform such other duties as may be assigned from time to time by the President and the Board.
- g. See Attachment A for other responsibilities.

5. Immediate Past President

The Immediate Past President provides guidance, serves as a resource to the Board and members. Responsibilities include:

- a. Leads preparation and, execution of the Chapter's Goals and Objectives. Provides a year-end review of the progress.
- b. Chairs the Nominating Committee and conducts general elections.
- c. See Attachment A for other responsibilities.

6. Membership Director

This director manages and coordinates all activities related to processing and validating new members and continuing members of the club. The duties will include:

- a. Maintain an accurate membership roster.
- b. Post the roster as directed by the board.
- c. Maintain the integrity of the member information to assure it will not be commercially exploited without member approval.
- d. Provide badges to members in good standing.
- e. Provide new member orientation and introduction.
- f. Work with other officers to recruit new members.
- g. See Attachment A for other responsibilities.

7. Communications Director

The communication director is responsible for coordination of Chapter communications. Responsibilities include:

- a. Creation and distribution of the monthly newsletter.
- b. Publicizing meetings and events.
- c. Monitoring website for accuracy and consistency of content.
- d. Recruiting sponsors.
- e. See Attachment A for other responsibilities.

8. Member-at-Large 1 (non-voting)

9. Member-at-Large 2 (non-voting)

Members-at-Large observe and participate in board meetings. Handle tasks that are directed by the President or The Board that are mutually acceptable. These Directors are in training for possible future club leadership.

ARTICLE VIII - INDEMNIFICATION

In addition to the Liability and Indemnification provisions as may be set forth in the Articles of Incorporation of the ST every Director, Officer, or committee of the Chapter shall be indemnified by the Chapter against all expenses and liabilities, including settlement and counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved, by reason of being or having been a Director, Officer or committee member of the Chapter, whether the person is a Director, Officer or committee member at the time such expenses are incurred, except in such cases wherein the Director, Officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE IX - CONTRACTS, LOANS, CHECKS, DEPOSITS

A. Contracts

The Board may authorize any Officer, Officers or member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority shall be general or confined to specific instances. Such authorization shall be made in writing to the authorized person and a copy shall be retained on record by the Secretary. The Board may approve financial obligations without seeking general membership approval; however it shall be restricted to a set dollar amount that has been approved by the general membership in advance. All financial obligations that exceed this set amount must be approved by the general membership. This set amount may be amended only by majority vote of the membership in attendance at a regular membership meeting. See Attachment A.

B. Loans

No loans shall be contracted on behalf of the Chapter and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by majority vote of the membership in attendance at a regular membership meeting. Such authority may be general or confined to specific instances. Such authorization shall be made in writing to the authorized person and a copy shall be retained on record by the Secretary.

C. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed by the Treasurer, or in the event the Treasurer is unavailable, by the President or Vice President in that order.

D. Deposits

All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of the Strait Turners in such banks, trust companies or other depositories as the Board may select. Specific authority is hereby granted to open both savings and checking accounts

in the name of Strait Turners in such banks, trusts or other depositories as the Board may authorize. The Officers of the Chapter shall be empowered to deposit moneys into these accounts; however, withdrawals require the same level of control as stated for Checks, Drafts above.

ARTICLE X - FISCAL YEAR

The fiscal year of the Chapter shall begin on the first day of January in each year.

ARTICLE XI – INDEBTEDNESS

The Chapter shall not incur any indebtedness on behalf of AAW without AAW's written authorization.

ARTICLE XII – DISSOLUTION.

Upon dissolution of the Chapter, all assets remaining after disposition of all liabilities and satisfaction of all expenses will be distributed in accordance with applicable laws for non-profit organizations as decided by a two-thirds vote of the Board and in compliance with any restrictions arising out of any tax-exempt certification given by the IRS to ST under section 501(c) of the Internal Revenue Code of 1986 or any successor thereto. The Board vote shall take place on a date established by the President and shall occur not less than thirty (30) days prior to dissolution.

ARTICLE XIII – AAW’s FISCAL AND LEGAL DISCLAIMERS

The American Association of Woodturners, Inc. specifically disassociates itself from any debts, obligations or encumbrances of the Strait Turners. The Board of Directors of AAW is not responsible for the debts nor shares in any income of the Chapter. AAW does not shoulder any legal liability for accidents that occur during events of any kind whether sponsored or not sponsored by the Chapter.

ARTICLE XIV - AMENDMENTS

Proposed changes to these Bylaws, either from the general membership or from a member of the Board, must be submitted in writing to the Secretary. The Board of Directors will review all proposed changes and if a majority of the Board determines that addition, revision or repeal of any portion of these Bylaws is required, then that act must be approved by a majority of the qualified general members of the Chapter present at a general meeting. Copies of all modifications to these Bylaws must be filed with the national office of AAW.

ARTICLE XV - ACCEPTANCE OF BYLAWS

The foregoing Bylaws of the Strait Turners, a chapter of the American Association of Woodturners, Inc. are the organizational Bylaws of this Chapter, as of January 1, 2022.

Dated July 30, 2021

Teddy L. Lund, Secretary

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ATTACHMENT A

Last Update: February 12, 2022

Per specific requirements stipulated in the Bylaws of The Strait Turners Chapter of the American Association of Woodturners, the following information is not part of the Bylaws and therefore does not require membership approval, but changes do require majority Board approval.

A. Registration as a Non-profit (Article I B)

1. The mailing address for The Strait Turners Chapter of the American Association of Woodturners is the President's Address.
2. The President is Strait Turners' registered agent.

B. Meetings (Article II 4, Article IV, Article V B, and V L)

1. The monthly meetings are held on the third Saturday of each month, except when that date conflicts with holidays.
2. Meetings are held, when possible, at the Gardiner Community Center, 1040 Old Gardiner Road, Sequim, WA.
3. Until further notice, meetings are being held via Zoom.
4. Club members/attendees may not sell items at meetings with the exception of items brought for sale by the demonstrator for that meeting or as approved by the board. Club members are reminded and encouraged to sell items and equipment through the "classified" page on the club web site or the Newsletter.

C. Dues (Article III)

1. The annual membership dues are \$30.
2. The dues for new members joining after July 1 of their first year will be \$20 per membership.
3. Membership is a family membership that includes the immediate family. However, each family membership shall have only one vote.
4. Admittance fee of \$5 will be charged to non-members or members not in good standing attending our meetings.
5. Guest passes may be provided to non-members at the Board's discretion.

D. Financial Limits

1. The annual expenditure limit permitted without a vote of the General Membership is \$6,000. (Article V B 7 and Article IX)
2. The President or Treasurer may authorize reimbursement of expenses, not to exceed \$100, without consulting the Board. (Article V I)

E. Elections to the board

The nominating committee shall follow the not yet effective Bylaws Article VI to qualify and nominate candidates for the 2022 board.

F. Terms of office on the Board shall be two years subject to the following staggering (Article V C 4):

1. Terms for the President, Treasurer, Communications Director, and Member-at- Large 1 shall begin in odd-numbered years.
2. Terms for the remaining Directors: Secretary, Membership Director, Vice President and Member-at-Large 2 shall begin in even-numbered years.

G. Communications Director, additional responsibilities (Article VII)

1. Shall manage our social media presence.
2. Shall manage communications with other clubs and organizations, including OPCA AW, Northwest Wood Artisans, and The Port Townsend School of Woodworking.
3. Our website is www.straitturners.org

H. Committees and Staff Positions, these are unpaid positions; however, at the Board's discretion hard to obtain expertise may be compensated and qualified expenses incurred may be submitted to the Treasurer for reimbursement.

1. Auction/Wood Sales Committee
 - 1.a. Valerie Henschel, Chair
 - 1.b. Rod Barton, Assistant
 - 1.c. (open), Wood Wrangler
2. Webmaster, DJ Dimick
3. Audio/Visual, Mark Nebel
4. Demonstrations, Jeff Foro
5. Sponsorships, Rod Barton
6. Newsletter, Ted Lund

7. Library, Lee Sharp

ATTACHMENT B

Not Yet Started