

Bylaws
First State Woodturners, Inc. (Hereinafter called FSW)
A chapter of the American Association of Woodturners, Inc. (Hereinafter called AAW)
A Nonprofit Corporation

ARTICLE I - ORGANIZATION AND LOCATION

FSW is organized as a forum for individuals interested in woodturning and was formed on January 5th, 2005. The primary purposes of FSW are consistent with the fundamental purposes of AAW; “to provide information, education and organization to those interested in turning wood.” The membership is drawn primarily from Delaware but will also include members from New Jersey, Pennsylvania and Maryland.

ARTICLE II - OFFICE

The principle office of the organization is to be located with the official location of the then current President. All correspondence should be addressed through the President at the official address..

ARTICLE III - RELATIONSHIP OF FSW TO AAW

While it is understood that AAW will provide advice and counsel as requested, the nature and extent of the activities of FSW are determined by FSW.

Demonstrations, while part of the normal activities of FSW, are to be conducted solely at the discretion of the Officers of FSW and all safety and instruction are to be under the explicit direction and control of the Officers.

As recommended by AAW, notice will be given to participants during any demonstration where woodturning equipment is used, that safety eye protection, preferably a full-face shield must be worn and that woodturning equipment is potentially dangerous.

ARTICLE IV - PURPOSES

In addition to the primary purposes, as stated in Article I, the other purposes of FSW are to:

1. Provide a meeting location for woodturners.
2. Share ideas regarding woodturning including lathes tools, turning materials, turning techniques and design, of turned objects
3. Exchange wood and other woodturning materials.
4. Inform members about activities of interest to woodturning.
5. Promote woodturning as an art form and craft.

ARTICLE V - MEMBERSHIP AND FEES

General Members - Members in good standing of both FSW and AAW. Only General Members may hold office or conduct demonstrations.

Associate Members - Members in good standing with FSW, but not members of AAW.

Student Members - Students under the age of 18. Student Members must be accompanied to meetings and activities by a parent or guardian. Student Members will be nonvoting members.

Honorary Members - General or Associate Members who have served FSW in an outstanding manner over several years. They are voted to honorary status by the General and Associate Membership and are exempt from payment of membership fees to FSW.

Membership Fees - The fees for membership in FSW will be periodically reviewed and determined by the Officers. The fee structure will be set to encourage membership in the AAW and will be reported to the membership by the Treasurer during the July meeting. Fees will be payable at the beginning of the calendar year. Fees will be prorated by half of the year. Members joining prior to July meeting will pay full year. Members joining July or later will pay ½ Year. Any member joining in December will pay \$25 for next year.

ARTICLE VI - MEETINGS

FSW will meet a minimum of 10 times per year. Additional meetings will be as determined by officers. The meeting dates and locations are to be determined by the Officers. Notice of meeting date, location and content will be announced in a newsletter or on the web site (www.firststatewoodturners.org). Typically, the club will meet at: Woodcraft in New Castle DE

ARTICLE VII - OFFICERS

A. **Officers:** Officers shall be elected for a term of two years. Terms of office will be staggered to enhance continuity. Three Officers will be elected in odd numbered years and three Officers will be elected in even numbered years. General Members with a willingness to serve are eligible to be elected an Officer.

Elections shall normally be held in November and newly elected Officers shall assume office at the December meeting.

Officers shall be elected by a majority vote of those General and Associate Members casting ballots at a scheduled meeting or who have sent written ballots to be opened at such meeting. Elections shall have been announced at a preceding meeting and through an advance mailing to the membership.

B. **Non-elected Position:** The President is empowered to create a temporary position deemed necessary. The President may appoint members to temporary positions for a term to be determined by the Officers to serve solely at the pleasure of the President. The President is empowered to remove, replace and/or terminate temporary positions without notice to or discussion by the membership.

C. **Removal:** The membership may remove any elected Officer when it is deemed that the best interests of FSW would be served by such removal. Removal will be accomplished by a majority affirmative vote of General and Associate members attending a meeting. The vote shall be announced at a regularly scheduled meeting and through a mailing from the Officers. Voting will be made either by secret ballot at a regularly scheduled meeting or through mailed ballots.

D. **Vacancies:** The Officers may appoint a qualified General Member to a vacant office, or may call for an election. An election will be decided by a majority vote of General and Associate Members casting ballots at a regularly scheduled meeting or by mail ballot.

E. **President:** The President shall be the principle executive officer. The duties of President include but are not limited to, the following:

1. Supervision and control of the business and affairs of FSW
2. Call or cause to be scheduled meetings of the Officers and general membership meetings.
3. Preside at all meetings except committee meetings presided over by the respective chairpersons.
4. Appoint committees.
5. Is an ex-officio member of all committees but may appoint another Officer as a stand-in.

F. **Vice President:** In the absence of the President, or in the event of the President's death, inability to serve, or refusal to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the responsibilities, duties and powers of the president and shall be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President.

The Vice President shall have responsibility for the tools, machines and real property owned by FSW including, but not limited to, receipt, disposition, storage, maintenance and those other matters necessary to keep the property in proper condition. The Vice President shall also keep the Treasurer informed as to what has been disposed of and currently owned and its condition for valuation purposes.

G. **Secretary:** The Secretary shall keep minutes of officer meetings and of those portions of regular meetings during which official business is conducted and shall distribute same to all members. The Secretary shall see that notices are duly given to members as required by the bylaws and shall maintain the official records including, but not limited to, a current copy of the bylaws, Articles of Incorporation and tax exemption determination letter.

The Secretary shall maintain the official membership roster and phone list, which includes, but is not limited to, all members in good standing of all membership categories. In general, the Secretary will perform all duties incident to the office of Secretary and such other duties as may be assigned by the President.

In the absence of a separate Newsletter Editor, the Secretary shall publish and distribute a newsletter during months when general meetings are held and at such other times as directed by the President. Distribution shall include all members in good standing and such others as the President directs.

H. **Treasurer:** The Treasurer shall collect all membership fees and other monies. The Treasurer is responsible for maintaining current and accurate records of all monies and assets, including tools, machines, real and investment. The Treasurer will maintain a current list of members in good standing in all membership categories and shall inform the Secretary of new or dropped members for the purpose of updating the membership roster and the mailing list. In general, the Treasurer will perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President.

The Treasurer shall file an annual information return to the Internal Revenue Service whenever the gross receipts of FSW equal or exceed \$25,000 using Form 990 or 990 EZ and shall retain a copy of this Form and its supporting ledgers available for public inspection for three years after the after the latter of the due date of the return or the date the return is filed. At the conclusion of said three year period, said supporting ledgers shall be destroyed but copies of the filings shall be retained for internal use and/or inspection by the IRS for seven years. Supporting ledgers shall include all entries necessary to compile the information required by Form 990 or 990 EZ, a copy of which shall be distributed to the Secretary.

I. **Past President:** Past President shall serve in an advisory capacity to the President and other officers. The Past President may perform such other duties as may be requested by the President.

J. **Program Director:** The Program Director will be responsible for ensuring that all demonstrations are organized and are run smoothly. They will organize tools, equipment, lathes, and cleanup for the monthly general meetings. They will also establish future meeting topics.

K. Safety Officer and Assistant Program Director: The Safety Officer is responsible for coordinating, educating and insuring that safety programs and procedures are being understood and followed. In addition, the Safety Office performs any duties required to assist the program director.

ARTICLE VIII - NOMINATION OF OFFICERS

Prior to the holding of elections, the President shall appoint General or Associate Members Nominating Committee which shall select a slate of candidates for each vacancy to be filled (except Past President) and present the slate of candidates to the members. The Nominating Committee will assure, to the extent possible, the qualifications of each candidate and the willingness of candidate to serve if elected. Members in good standing may propose members for consideration by the Nominating Committee.

ARTICLE IX - INDEBTEDNESS

All functions of FSW are on a cash basis. FSW may not incur any debt through the actions of officers or its members.

ARTICLE X - DISCLAIMERS FISCAL AND LEGAL

AAW and FSW are legally separate entities and specifically dissociate themselves from any debts, obligations, or encumbrances of the other. Neither FSW nor AAW shoulders any legal liability for accidents that occur during events of any kind sponsored or un-sponsored by the other organization.

ARTICLE XI - INSURANCE

As a chapter of AAW, FSW will utilize insurance available through and required by AAW. All demonstrators from FSW must be General Members to be covered by insurance. Demonstrators that are not members of FSW must be members in good standing of AAW or covered for liability by an adequate insurance policy.

ARTICLE XII - AMENDMENTS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a vote of the simple majority of the qualified. General and Associate Members of FSW casting ballots at a meeting of the members. Proposed changes to these By-laws shall be announced via an advanced mailing to the membership at least one month in advance of the meeting at which the vote will taken. Copies of all modifications to these By-laws must be filed with the Administrative Office of AAW.

ARTICLE XIII - MEMBER NOTIFICATIONS

Annually, during the January membership meeting, the membership shall be notified of the following information:

- I. The name, address and phone number of each of the elected officers.
- II. The primary and correspondence mailing address of FSW.
- III. The membership fee structure.

ARTICLE XIV - QUORUM AND ORDER OF BUSINESS

A Quorum shall consist of those General and Associate Members present at a scheduled general, meeting or a majority of the Officers present at a scheduled Officers Meeting. Meetings shall be conducted following the usual rules of parliamentary procedure, the use of which is to facilitate proceedings. The principles are the majority rules, the minority has the right to be heard, and courtesy shall be extended to all. In the event of a dispute, Roberts Rules of Order, Modern Edition shall be consulted.

ARTICLE XV - BOOKS AND RECORDS

The books and records of FSW will be in keeping with the rules as applicable to a 501(c) 3 non-profit corporation and shall be made available for public inspection with the consent of the majority of the Officers.

ARTICLE XVI — INDEMNIFICATION

FSW may indemnify any officer, or member who is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of FSW by reason of the fact that the individual is or was an officer, employee, member or agent of FSW or is or was serving at the request of FSW against expenses, including reasonable attorneys’ fees, judgments, fines and amount paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of FSW and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful

Adopted: January 5, 2005

As Amended: November 5, 2014

Signatures of Officers presiding at the time bylaws were approved as amended:

_____	_____
Date:	President
_____	_____
Date:	Vice President
_____	_____
Date:	Secretary
_____	_____
Date:	Treasurer
_____	_____
Date:	Past President
_____	_____
Date:	Program Director
_____	_____
Date:	Safety Officer