



PREAMBLE

In the early 1980s, a group of artisans and hobbyists who shared a common interest in woodturning gathered to discuss their mutual interest and share their work. These casual get-togethers grew in size and scope until the group decided to organize formally. In October 1989 the group was officially designated as the Olympic Peninsula Chapter of the American Association of Woodturners.

ARTICLE I – NAMES, DESIGNATIONS, TERMINOLOGY & OFFICE

A. Organization Name.

The name of this non-profit organization shall be The Olympic Peninsula Chapter of the American Association of Woodturners. For purposes of clarity and brevity, the club may also use: OPCA AW and Olympic Peninsula Woodturners to refer to itself. In these bylaws, the word “club” refers to the Olympic Peninsula Chapter of AAW.

The use of “Association” or “AAW” within these Bylaws and in other club documents refers to the American Association of Woodturners, a national organization.

Other terms that may be used within these Bylaws and in other official club documents include:

- ❖ Members(s) in Good Standing—club members whose dues are current
- ❖ General Membership— a group of all Members in Good Standing.
- ❖ Majority— one more than half.

B. Registered Office and Registered Agent

OPCA AW 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 may be changed from time to time by the club’s Board of Directors. See Attachment A for the current mailing address and meeting address.

The club is an independent organization with no legal relationship with the AAW, other than its charter as a chapter of the national organization.

ARTICLE II – PURPOSES AND SCOPE OF ACTIVITIES.

The club’s purpose is to inspire, educate, and support its members with regard to woodturning as a traditional and contemporary craft and art form. Further, it wishes to foster a wider

understanding and appreciation of woodturning among turners and the general public.

Specifically, the club will organize and conduct activities to achieve that end, including:

- 1) Regular meetings to exchange information among members;
- 2) Demonstrations conducted by experts in wood turning techniques, safety and equipment;
- 3) Publication of an electronic newsletter and web site;
- 4) Public exhibition of members' work and demonstration of their skills at such places as County and State Fairs and regional art shows;
- 5) Engaging in other activities and projects such as turning instruction, cooperative activities for the acquisition and use of the materials and tools of the wood turner, participation in local, regional and national meetings, demonstrations and other events related to woodturning.

The club serves residents of Kitsap, Pierce, Jefferson and Clallam counties in Washington State. Members from any region of the United States are welcome.

The club has been organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. No programs will be instituted or conducted to create a profit.

No part of any net earnings of the club shall be used for the benefit of – or appear to benefit – its Board members or other private persons. The club shall be authorized to reimburse all reasonable out-of-pocket costs incurred by individuals responding to a request approved by the Board of Directors.

The club shall purchase liability insurance to protect its assets.

The club shall not carry on any activities not permitted by:

- 1) A corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or
- 2) A corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE III – MEMBERSHIP

Anyone can apply for membership in the club. Applications are reviewed by the Vice President of Membership and must be approved by a majority voice vote of the members present at a meeting.

A dues payment is required upon application. Dues are set by the Board and specified in Attachment A.

New members joining in the first calendar quarter of the year pay full dues; joining between April 1 and June 30, 75 percent dues; between July 1 and Nov. 31, 50 percent dues; and joining after Nov. 31, members pay full dues applicable to the following calendar year.

A special family membership is offered for a group of related individuals residing in the same household. The family membership dues are subject to the same proration as individual memberships. The dues are set by the Board and listed in Attachment A.

To remain in good standing, continuing members must pay full annual dues at the beginning of

each calendar year. Members who have not paid by March 1 will be removed from the list of members in good standing.

Members in good standing are entitled to participate in all group functions, including the lending library, glue & sandpaper sales, wood auction, annual picnic, annual holiday feast, sponsor retail discounts, mentoring and other exclusive member programs.

Membership in the club is neither transferable nor assignable to any other person. Members are encouraged to also be members of AAW.

A member who violates any provision of these Bylaws or a rule of conduct of the club may be terminated as a member by the vote of a majority of Board of Directors then in office at a board meeting. A member may appeal termination by submitting a formal written request to the Secretary for review by the full membership. This review will be subject of a formal motion at the next regular club meeting; with a vote on the motion at the following regular club meeting. Removal requires approval of 60 percent of those members attending and voting on the issue. Should the vote result in termination, further appeal is not accepted. Membership dues will not be refunded.

ARTICLE IV – MEETINGS

The club will conduct regular meetings (preferably monthly) and special meetings (as necessary) at a time and place designated by the Board of Directors. See Attachment A for the current meeting location and schedule.

To conduct club business at a meeting requires a quorum to be present. A quorum is one-third of all members in good standing at the time of the meeting. Members who cannot attend but wish to vote on an issue must submit their votes by email to the club secretary at least 48 hours prior to the meeting to have their votes counted.

The membership may request that a special meeting be held through a written petition signed by at least 10 percent to the current members in good standing. This petition must be submitted at least two weeks prior to the intended date of the special meeting.

ARTICLE V – ADMINISTRATION

A. General Powers

The property, affairs, activities and concerns of the club shall be vested in a Board of Directors – individually referred to as “Director” and collectively referred to as the “Board.” The Board shall be charged with the responsibility of the operation of the club and the prudent conduct of its business consistent with these Bylaws and the laws of the State of Washington. AAW asks that members of the Board also be members of the national association.

The Board of Directors is authorized to commit funds without approval of the general membership up to an amount as established by the membership. The amount may be amended only by majority vote of the membership present at a membership meeting. The Secretary shall update Attachment A to maintain a public statement of the Board’s spending authorization.

B. Objectives of the OPCA AW Leadership.

The Board shall:

- 1) Hold regular meetings at the call of the President;

- 2) Publish documents supporting the purposes and objectives of the club;
- 3) Support the objectives and protect the interest and welfare of the club and its members;
- 4) Have an understanding of the Bylaws, policies and procedures of the club;
- 5) Carry out its duties in an ethical and legal manner;

C. Board Composition

The Board includes all elected officers. The officers may choose to add up to three at-large members to the Board. Nominees for at-large positions on the Board should be presented for approval by the membership at the next meeting. The terms of all directors expire Dec. 31 of each year.

D. Unexpected Board Vacancies

If a vacancy occurs on the Board, that vacancy shall be filled without undue delay by a majority vote of the remaining directors at a Board meeting. Nominations to fill the vacancy will be forwarded to the President or, if the presidency is vacant, the Vice President for Training and Education. A director appointed to fill a vacancy shall begin service immediately and, upon a vote of the membership, shall remain in office until the term expires.

E. Absence/Removal of Directors

Any director, committee chair, or staff member who is unable or unwilling to fulfill the job is required to communicate that fact to the President or Secretary. Should a director be absent from three consecutive Board meetings, the Board may review the reasons for that absence and, by a majority vote, may declare the seat vacant.

Any director may be removed for cause by majority vote of the directors at a Board meeting.

F. Resignation.

A director may resign at any time by giving written notice to the Board, the President or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon its receipt.

G. Meetings of the Board of Directors.

Board meetings should be held monthly and must occur no less than once per quarter. The President shall notify the Board and share a meeting agenda prior to each meeting.

Regular meetings of the Board of Directors shall be open to the general membership and general attendance shall be encouraged. Meeting minutes shall be recorded and published.

The Board may call for a special closed session to discuss sensitive personnel matters.

Special Board meetings may be called by the President or by the written request of a majority of directors. Calls for special meetings must be made at least 48 hours prior to the meeting time. The Board shall have the option of meeting by phone or other electronic means to conduct special Board business.

H. Quorum.

A majority of the seated directors must be present to constitute a quorum at any Board Meeting. If a quorum does not exist, directors present may discuss club business but may take no official action.

If the President and Vice President for Training & Education are absent at a Board meeting, directors present may choose a chairperson to run the meeting.

I. Proposals from the General Membership

Any member of the club may offer a proposal for consideration by the Board. Proposals shall be submitted in writing to the President or Secretary. 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.

J. Committees.

The Board, by majority vote, may create committees. Each committee shall serve at the pleasure of the Board. Committee chairpersons will be appointed by the President. Club members or non-members may serve, as deemed appropriate. Committee members will be chosen by the committee chairperson. The committee chairperson is responsible for preparing an agenda for each meeting and preparing reports to the Board.

K. Staff Positions.

The President, subject to Board approval, may appoint staff members to help perform functions that are required for club operations. These may include:

- Video Coordinator
- Webmaster
- Librarian
- Glue & Sandpaper Sales Coordinator
- Auctioneer
- Audio Technician
- Social Coordinator
- Woodturning Mentors

L. Compensation and reimbursement.

No compensation shall be paid to members of the Board or to staff for their services. Expenses directly attributable to performing the duties of a director or staff member and authorized by the Board in advance are reimbursable. 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. The Treasurer shall report reimbursements at the next Board meeting.

ARTICLE VI – ELECTIONS

A. Qualifications of Candidates for the Board of Directors.

Candidates for Board positions must be Members in Good Standing at the time of the election.

B. Nominating Committee.

The President in concert with the Board shall appoint a Nominating Committee by Aug. 1 each year for the purpose of soliciting qualified and interested members for election to the Board of Directors.

The Committee should consist of: a Past President, who is to be chairperson; one former Board member, and one Member in Good Standing.

Responsibilities of the Nominating Committee are:

- 1) Accept nominations for candidates.
- 2) Seek out and encourage qualified candidates who would not otherwise run. Interview and review all candidates including incumbents.
- 3) Ensure that all nominees are willing to serve and are dedicated to providing education, information and organization to those interested in woodturning.
- 4) Select at least one and preferably two candidates for each open position.
- 5) Provide slate of nominees to the Board of Directors for review no later than Oct. 1.

If no candidate can be found to be nominated for an officer's position, the newly elected Board shall search for a candidate and nominate a member for that position, subject to a vote of the membership at the earliest possible general membership meeting.

C. Nominations from the floor.

There may be nominations from the floor for any Board position at any time prior to the start of the annual election. The President shall request nominations from the floor during the regular meetings in September and October, and before the election begins at the November meeting. Candidates nominated from the floor who receive a second will be included in the election.

D. Date of General Elections

The election of officers will take place at the November general membership meeting, unless it is deemed impractical or a quorum cannot be reached. If that is the case, the election will take place at the next general membership meeting. The Nominating Committee will have the authority to finalize the date of any elections. The Nominating Committee chair will conduct the election; if the chair is not available, the past Board member on the committee shall do so.

E. Who may vote in the general election.

Only Members in Good Standing as of Nov. 1 each year may vote.

E. Quorum.

Presence of a quorum is subject to verification by the Vice President for Membership. Those voting must be able to provide proof of identity for purposes of verifying current membership.

ARTICLE VII – OFFICERS

A. Number.

The officers of OPCA AW shall be a President, a Past President, a Vice President for Training & Education, a Vice President for Public Relations, a Vice President for Membership, a Secretary, a Treasurer, and a Sergeant at Arms.

B. Term of office/Term limits.

The officers shall serve for a period of one year, starting Jan. 1 each year, or until their successors are elected and take office. To provide continuity, all officers are expected to assist with

conducting business for one month after their term expires to help familiarize new officers with their daily tasks.

No officer shall serve in a position more than three consecutive years. This provision is effective Jan. 1, 2020.

C. Duties of Each Officer:

In addition to tasks identified below, officers may also perform other duties as needed.

President –

The President is the principle executive officer and, subject to the approval of the Board, and shall supervise and direct all the business and affairs of the club. The President may sign, with the Secretary or any other proper Officer, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, unless the Board, these Bylaws, or state law requires otherwise. In general, the President should not vote on matters before the Board except to break a tie.

The president's duties include:

1. Preside at the General Meetings and of the Board of Directors Meetings;
2. Designate, with Board assistance, all committees and staff positions;
3. Appoint the Nominating Committee as specified elsewhere in these Bylaws;
4. Coordinate club activities and programs and conduct any necessary business with AAW;
5. Ensure that all orders and resolutions of the Board are implemented;
6. Supervise all other officers of OPCA AW and see that their duties are properly performed;
7. Submit an annual report to the Members reporting the club's financial position, accomplishments and plans for the upcoming year.
8. Ensure that all 501c.3 required reporting is completed annually.
9. Perform such other duties as are necessarily incident to the office of the President.

Past President—

The Past President provides guidance and serves as a resource to the Board and members. The Past President chairs the Nominating Committee and conducts general elections.

If the individual who served prior to the current term of office is unavailable or unable to serve, the President may appoint another Past President to serve in this position.

Vice President of Training & Education –

This officer will be responsible for all club demonstrations, training, and special workshops. The duties include:

1. Secure demonstrators for club meetings and occasional all-day sessions;
2. Maintain a detailed list of past presenters, their phone numbers, e-mail/website, city, state, AAW and/or OPCA AW membership, topic of their demonstration(s) and date (s) and cost of their demonstration(s);
3. Coordinate with other Directors and staff to ensure the equipment is at the meeting place, set up and ready to use, and if needed, handouts are printed;
4. Notify the Treasurer of any payments or reimbursements due the presenters and/or the venue owner and arrange delivery;
5. Work with the newsletter editor and webmaster to advertise upcoming demonstrations and training events and provide bio information of demonstrators for publication.
6. Provide the Board with a schedule of upcoming programs listing the demonstrator, subject

of demonstration and cost of those programs no later than the Board meeting prior to the next presentation.

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President for Training & Education shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President.

Vice President for Public Relations –

This officer will be responsible for all written and electronic communications with the general public and the General Membership with the intention of promoting club programs and events. The duties include:

1. Publication of the monthly club newsletter, 'Chattermarks';
2. Distribution of any special bulletins;
3. Creation and distribution of any club-related press releases;
4. Coordination with the Webmaster.

Vice President for Membership –

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

1. Create and maintain an accurate membership roster;
2. Distribute the roster to other Directors, Committee Members, and Staff as necessary;
3. Distribute a Membership Directory to members who request it;
4. Maintain the integrity and privacy of the member information to assure it will not be commercially exploited without member approval;
5. Work with other officers to recruit new members.

Secretary –

The Secretary's duties include:

1. Record and publish the events of the general membership activities and Board meetings;
2. See that all notices are duly given in accordance with the Bylaws or as required;
3. Be custodian of OPCA AW records;
4. 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.
5. Be a signatory on the club bank accounts and, in the event the Treasurer is unavailable or unable to fulfill his/her duties, will serve in his/her stead.

Treasurer—

As chief financial manager, the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of OPCA AW. The Treasurer's duties include:

1. Receive money paid to the club and issue receipts if requested;
2. Deposit all such funds in accounts that shall be selected in accordance with these Bylaws;
3. Keep accurate account of receipts and disbursements in the club's books;
4. Dispose of funds of the OPCA AW as may be ordered by the Board, taking proper vouchers for such disbursements.
5. Render to the President and members of the Board, timely and accurate financial statements as requested;
6. Present to the Board at the close of each fiscal year a written report of the club's financial status, which any member may inspect upon request. The Treasurer's accounts will be reviewed at the close of the fiscal year by an independent representative appointed by the Board.

7. Review with the Board and submit such tax, corporate and financial forms to Federal and State governments as may be required by those bodies of a not-for-profit organization.
8. Together with the Sergeant-at-Arms, conduct an annual inventory audit of equipment and supplies owned by the club.

Sergeant at Arms —

The duties include:

1. Coordinate the set-up and break-down of the meeting hall;
2. Supervise the club Snack Stand;
3. Maintain the security of the club inventory and store room; and
4. Together with the Treasurer, conduct an annual inventory audit of equipment and supplies owned by the club.

ARTICLE VIII – INDEMNIFICATION

In addition to the Liability and Indemnification provisions as set forth in the Articles of Incorporation of the Olympic Peninsula Chapter of the American Association of Woodturners, Inc., every director, officer, or member of the club shall be indemnified by the Olympic Peninsula Woodturners 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 member of OPCA AW, whether the person is a director, officer or member at the time such expenses are incurred, except in such cases wherein the director, officer or 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 of Directors may authorize any member to enter into a contract or execute and deliver an instrument in the name of and on behalf of the club, 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 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 (stated in Attachment A). All financial obligations that exceed this set amount must be approved by the general membership. The set amount may be amended only by majority vote of the membership in attendance at a regular membership meeting.

B. Loans

No loans shall be contracted on behalf of the club 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 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 club shall be signed by the Treasurer, or in the event the Treasurer is unavailable, by the Secretary or President, in that order.

D. Deposits

All funds of OPCA AW not otherwise employed shall be deposited to the credit of the club in such accounts as the Board may select. Specific authority is hereby granted to open both savings and checking accounts in the club's name in such banks, trusts or other depositories as the Board may authorize. Club Directors 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 club shall begin each January 1.

ARTICLE XI – RELATIONSHIP WITH THE AMERICAN ASSOCIATION OF WOODTURNERS

The Olympic Peninsula Woodturners shall be a Chapter of the American Association of Woodturners, (AAW), and shall support and participate in the activities of the association. The President, Vice President for Training, Treasurer and Secretary of OPCA AW agree to be members in good standing of AAW. The Chapter will encourage all members to become affiliated with the AAW.

The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Chapter; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the (The Club) or it's Board of Directors.

ARTICLE XII – DISSOLUTION

Upon dissolution of OPCA AW, 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. Such vote shall take place on a date established by the President and shall occur not less than 30 days prior to dissolution.

ARTICLE XIII – 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 shall review all proposed changes and if a majority of the Board determines that the proposed change is desired, the proposal shall be distributed to all members at least one week before the next general membership meeting. At that meeting, a motion shall be made to adopt the change, and the membership allowed to discuss the proposal. No action on the motion may be taken before the next subsequent meeting, when the question will be called for a final vote. A vote to change the Bylaws will require a majority vote.

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 Olympic Peninsula Chapter of The American Association of Woodturners are intended to repeal and replace the 2001 bylaws, as of the date of their passage. These Bylaws were adopted by a majority vote of members in good standing, at the regular monthly meeting on March 28, 2018.

Signed and Endorsed,

President

Date

Club Secretary

Date

ATTACHMENT A

Per specific requirements stipulated in the Bylaws of The Olympic Peninsula Chapter of the American Association of Woodturners, the following information should be noted:

OPCAAW's Non-Profit Certification Number is: 0000000000

ARTICLE I, SECTION B: The mailing address for The Olympic Peninsula Chapter of the American Association of Woodturners is Post Office Box 623, Silverdale, Washington 98383

The President is OPCA AW's registered agent

The monthly meetings are held on the last Wednesday of each month, except when that date conflicts with holidays, at 5088 North Taylor Road Bremerton, Washington.

ARTICLE III – MEMBERSHIP: The annual membership dues is \$30 for an individual and \$50 for a family.

ARTICLE V, SECTION B, ITEM 8: The annual expenditure limit permitted without a vote of the General Membership is \$12,000.

ARTICLE V, SECTION I: Reimbursement of expenses up to \$100 may be authorized either by the President or the Treasurer without a Board vote.

These supplemental provisions are effective on January 1, 2018, per a majority vote of the Board of Directors. These specifics will default to all subsequent years unless revised by the Board.

Signed and Endorsed,

_____ Date _____
President

_____ Date _____
Secretary