

PROPOSED BYLAWS
Bluegrass Area Woodturners, Inc.
A Chapter of the American Association of Woodturners, Inc.
A Nonprofit Corporation

PREAMBLE: *Be it known that we do hereby associate ourselves as a nonprofit and educational organization. We are organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code). It shall be our purpose to facilitate the exchange of information and general cooperation among the members, promote woodturning, individual woodturning proficiency, and to conduct programs and activities as to enhance the general education, interest and welfare of woodturning in the community.*

No part of the net earnings of the corporation, if any, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activity not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

ARTICLE I - ORGANIZATION AND LOCATION

Bluegrass Area Woodturners, Inc. (hereinafter called BAW) is organized as a forum for Lexington Kentucky area individuals interested in woodturning, and was formed in October, 2008, by organizer Jamie Donaldson. The primary purposes of the BAW are consistent with the fundamental purposes of the American Association of Woodturners (hereinafter called AAW) to provide information, education and organization to those interested in turning wood. Membership in BAW is open to anyone interested in woodturning.

The corporation shall be a nonstock, nonprofit corporation created pursuant to the provisions of Kentucky Revised Statutes Chapter 273.

ARTICLE II – OFFICE

The official office of this organization will be the location of the current President of the BAW. All correspondence should be addressed through the BAW Secretary at the address shown in the BAW roster or on the BAW website.

ARTICLE III - RELATION OF BAW TO AAW

- A. All Officers and Directors of BAW agree to be members in good standing of AAW.*
- B. While it is understood that the AAW will provide advice and council when requested, the nature and extent of the activities of the BAW will be left to the discretion of its officers, directors and membership.*
- C. Demonstrations, while part of the normal activities of BAW, are to be conducted at the discretion of the Board of Directors (hereinafter called the BOD) and/or the membership of the BAW, and all safety and instruction are to be under the explicit direction and control of the BOD using AAW guidelines.*
- D. All BAW members will be encouraged to join AAW, and annual fees for this parent organization will be paid individually to AAW.*

ARTICLE IV - PURPOSE

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

- A. Provide a meeting location for woodturners.*

B. Share ideas regarding woodturning, including lathes, tools, turning materials, turning techniques and design of turned objects.

C. Exchange wood and other woodturning related materials.

D. Inform members about activities of interest relating to woodturning.

E. Promote woodturning as an art medium.

F. Promote safety in all aspects of events, demonstrations, meetings, and for the general welfare of the BAW members and guests.

ARTICLE V - MEMBERSHIP AND FEES

A. General Members - Annual membership fees for BAW of \$25 will be paid to the Treasurer during the month of January each year. For new members, annual dues will be prorated over the remaining year beginning with the month the person becomes a member.

B. Lifetime Members - Members 65 years of age and older may acquire Lifetime Membership status with a one time payment to BAW of \$200. For members age 55~65 years of age the payment will be \$300, and for members under 55 years of age the payment will be \$500.

C. Student Members - Students under 22 years of age who are enrolled in a full time school program may become non-voting BAW members with an annual payment of \$10.

D. Family Members – Family membership may be acquired for an additional fee of \$5.00 per family. Family member must reside with member applicant.

E. Honorary Members - BAW members who have served BAW in an outstanding manner over a period of several years. They are voted to honorary status by BAW membership and are exempt from payment of membership fees to BAW.

ARTICLE VI – MEETINGS

A. Local meetings will be held a minimum of six (6) times a year. Meeting dates and locations are to be determined by the BOD and approved by the membership. A notice of each meeting will be sent by email to the membership no later than seven (7) days before the scheduled gathering. Current meeting location is the Woodcraft of Lexington store, 3028 Blake James Drive, first Thursday evening of the month..

B. The BOD will meet a minimum of six (6) times a year. These meeting may be held prior to or following regular membership meetings. All members in good standing are eligible to attend BOD meetings, but only Directors are eligible to cast votes.

ARTICLE VII – DIRECTORS and OFFICES

A. Board of Directors - The BAW will be governed by a BOD comprised of ten (10) general members elected by a majority vote from the membership. Elections shall have been announced at the regular February meeting and through a posting on the BAW website. Election of Board of Directors will occur in the regular April meeting. The newly elected BOD will elect officers prior to the regular May meeting and the election reported to the membership at that time. New officers will take office at the regular September meeting and serve through August of the following year. Any member in good standing with the BAW and the AAW is eligible to serve on the BOD.

B. Officers and Terms - The Officers of BAW shall be President, Vice President, Secretary, Treasurer, and will be elected by the BOD from among the Directors. Officers shall serve a 2 year term, but shall serve no more than 2 consecutive terms as President.

C. Initially 5 Directors shall serve a 1 year term and 5 Directors shall serve a 2 year term. Subsequent Director elections shall be for a 2 year term, and any vacancies may be filled according to provisions in Article VII-E below.

D. Non-elected Positions - The President is empowered to create temporary positions deemed necessary to fulfill the needs of the organization. Board Advisors can be any number of individuals whose advice or expertise may be beneficial to BAW, and shall include the immediate Past President if so desired. Such Advisors will not have Board voting privileges, and shall serve a term to be concurrent with the current BOD. Founding member Jamie Donaldson shall be a permanent Board Advisor without voting privileges.

E. Vacancies - The President, with the approval of the BOD, may appoint any qualified member to fill a vacancy on the BOD or call for an election. Such election will be decided by a majority vote of members at a regularly scheduled meeting or by mail ballot.

F. Removal - The membership may remove any elected Director when it is deemed that the best interests of BAW would be served by such removal. Removal will be accomplished by a majority affirmative vote of the members attending a regularly scheduled meeting, either by a secret ballot or by a mail ballot.

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

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

H. Duties of the Vice President - In the absence of the President, or in the event of his 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 also serve as the Program Chair, organizing and managing the monthly and special programs for the year beginning when his office year begins in September and ending in August the following year. The Vice President shall perform such other duties as may be assigned by the President.

I. Duties of the Secretary - The Secretary shall:

- 1. Keep minutes of Board meetings and of those portions of regular meetings during which official business is conducted.*
- 2. Maintain the membership roster of all members in good standing.*
- 3. Perform all duties incident to the office and such other duties as may be assigned by the President.*

J. Duties of the Treasurer - The Treasurer is responsible for:

- 1. Maintaining current and accurate records of all monies and assets, including tools, machines and assets. All records shall be made available for public inspection by a majority vote of the BOD in keeping with the status as a 501(c) (3) nonprofit corporation.*
- 2. Coordinate with the Secretary in collecting membership fees and other monies due to BAW, and maintain current and accurate records of paid members in good standing.*
- 3. Perform all duties incidental to the office of Treasurer and such other duties that may be assigned by the President.*

K. Duties of the Directors - The Directors are responsible for:

- 1. Ensuring compliance with the BAW BYLAWS by all Officers, Directors and members.*
- 2. Make decisions relative to all club activities.*
- 3. Monitor all committees.*
- 4. Monitor the vitality of the organization.*
- 5. One Director shall be a member of each committee.*

ARTICLE VIII - NOMINATION OF DIRECTORS

Prior to the holding of elections, the President shall appoint, with the advice and consent of the BOD, a nominating committee which shall select a slate of candidates for each vacancy to be filled, and assure that the candidates are qualified and willing to serve. The committee will then present the slate to the members, and members may also propose additional qualified members for consideration. All nominees shall agree to become or maintain membership in the AAW.

ARTICLE IX - INDEBTEDNESS

All functions of BAW are on a cash basis, and may not incur any debt through the actions of officers or members. The BAW shall be operated as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986 or as amended.

ARTICLE X - DISCLAIMERS: FISCAL AND LEGAL

The AAW and BAW are legally separate entities and specifically dissociate themselves from any debts, obligations, or encumbrances of the other. Neither the AAW nor the BAW 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, BAW will utilize insurance available through and required by AAW. All demonstrators for BAW and AAW must be General Members as defined by AAW to be covered by insurance. Demonstrators not so affiliated must be covered for liability by an adequate insurance policy.

ARTICLE XII - AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of the simple majority of the qualified members of BAW. Proposed changes to these Bylaws shall be announced via an advanced announcement or mailing to the membership at least one (1) month in advance of the meeting at which the vote will be taken. Copies of all modifications to these Bylaws must be filed with AAW.

ARTICLE XIII - QUORUM AND ORDER OF BUSINESS

A quorum shall consist of qualified members present at a scheduled general meeting or a majority of Directors present at a scheduled BOD meeting. Meetings shall be conducted following the usual principals of parliamentary procedure, the use of which is to facilitate orderly proceedings.

ARTICLE XIV - INDEMNIFICATION

The BAW 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 BAW by reason of the fact that the individual is or was an officer, employee, member or agent of BAW or is serving at the request of BAW, against expenses, including reasonable attorney's fees, judgments, fines and amounts 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 BAW and with respect to any criminal proceedings, if the individual had not reasonable cause to believe that the conduct was unlawful.

ARTICLE XV – DISSOLUTION

In the event that it is determined by a majority vote by official ballot of the membership that the BAW can no longer function, the equipment, properties and monies of the BAW will be distributed in the manner as described below:

- 1. All liabilities and obligations of the corporation shall be paid and discharged or adequate provisions shall be made therefore;*
- 2. Assets held by the corporation upon conditions requiring return, transfer, or conveyance which condition occurred by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;*
- 3. Assets received and held by this corporation subject to limitations permitting their use only for educational purposes but not held upon a condition requiring a return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed as follows:*

a. All physical appurtenances and equipment shall revert to the ownership of the American Association of Woodturners, Inc.

b. All woodturning associated equipment will be sold at public auction to the highest bidder per item. Monies from these sales shall be disbursed, after payment of all bills and levies against the corporation, by a donation to the American Association of Woodturners, Inc. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code).

Adopted: _____

Signatures of Officers presiding at the time these By-laws were approved.

President *Date*

Vice President *Date*

Secretary *Date*

Treasurer *Date*