

WEST MICHIGAN WOODTURNERS, INC. BY-LAWS
(A CHAPTER OF THE AMERICAN ASSOCIATION OF WOODTURNERS)

ARTICLE I

Name

The name of this organization shall be the WEST MICHIGAN WOODTURNERS, INC. This organization shall also be identified as the acronym "WMW" and may be referred to in these by-laws simply as the "Chapter". The principal office of the corporation shall be located at the address of its then current President of the Board of Directors. The corporation may have other offices and may conduct its business at such other locations as the Board of Directors may determine from time to time. In the event the chairman of the Board of Directors is not a resident of Michigan, a Michigan resident will be appointed from among the Directors as the agent.

ARTICLE II

Mission Statement

Our mission is to provide education and information to those who are interested in woodturning.

ARTICLE III

Purposes and Objectives

In following the thrust of our Mission Statement, the Chapter shall promote an interest in woodturning for persons of all levels of competence and experience, including beginners and advanced professionals; to provide up-to-date information, education and guidance for all members; to stimulate creativity, and to explore new methods and techniques for advancing woodturning as both a creative craft, and as a unique art form; and to encourage membership in, and continued support for, the American Association of Woodturners.

Section A, The Chapter is formed and shall be operated exclusively for social and educational purposes as those terms are defined within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or may be hereafter amended ("Code"). The primary mission is to create and coordinate a wide range of educational opportunities for woodturners and people interested in woodturning.

Section B, Private Inurement. No part of the net earnings of the Chapter shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director or officer of the Chapter shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the Chapter in effecting its corporate purposes. No substantial part of the activities of the

Chapter shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Chapter participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section C, Liquidation. In the event the Chapter is dissolved and liquidated, the Board shall, after paying or making provision for payment of all the liabilities of the Chapter distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code, and who have been so described for a period of at least sixty (60) months prior thereto, exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any of the property or assets not so distributed shall be distributed by the Court of Common Pleas for the County in which the principal office of the Chapter is location to one or more organizations so described for such purposes.

ARTICLE IV

Relationship to the American Association of Woodturners

The West Michigan Woodturners, Inc. shall be a Chapter of the American Association of Woodturners, (AAW), and shall support and participate in the activities of that organization. The 4 Executive Officers of the Chapter agree to be members in good standing of the 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 Chapter or its Board of Directors.

ARTICLE V

Membership

Regular Membership shall be open to all persons. Membership shall be contingent upon the payment of dues as provided for in Article VI of the Bylaws.

Associate Member is any person under the age of eighteen (18) years, or any individual designated by the Board of Directors at a duly organized meeting, and voted unanimously by those present to attain that category. Associate Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular members, except the right to vote or hold office. Parent/Guardian approval is required for any member under age 18.

Removal of any member of the Chapter may be accomplished by a majority vote of the full Board of Directors.

ARTICLE VI

Dues

Section A, Annual Dues: All members shall pay dues as recommended by the Board of Directors and approved by the membership. Annual dues are due January 1st and are payable at the first meeting attended in the year.

ARTICLE VII

Fiscal Year

The fiscal year of the Chapter shall be the year ended December 31, and may be changed by the Board of Directors if such change will benefit the Chapter.

ARTICLE VIII

Meetings

Section A, Monthly Meetings: Regular meetings of the Chapter shall be held on the 2nd Saturday of each month, or at alternative times, with the time and location determined by the Board of Directors and announced in a newsletter, email or by direct mail.

Section B. Quorum at membership meeting: The presence in person of 25% of members of the Chapter entitled to vote shall be necessary to constitute a quorum for the transaction of business. Members are entitled to vote only if current dues have been paid.

ARTICLE IX

Board / Officers

Section A, Powers: The Board shall be the governing body of the Chapter, and shall have all powers necessary to conduct the business of the Chapter, which are consistent with these By-Laws. The Board shall nominate Directors, Officers, and appoint committees and special positions as may be required. The Board shall also have the power to abolish any committee or special position.

Section B, Number and Manner of Election: The Board shall consist of four (4) Executive Officers, plus one Trustee who shall be the immediate past president. If the immediate past president declines, or is unavailable to serve, the 5th Trustee shall be elected by the membership. The term of office for this trustee shall expire when a new past president becomes available. Elections will be conducted at the December meeting with newly elected Directors assuming duties on January 1st. Election will be by a simple majority of votes cast by the membership present.

Section C, Terms of Office: Officers and Trustees shall serve for terms of two years. No Officer or Trustee may serve more than two complete consecutive terms. The President and Vice President and Trustee shall be elected in December of odd numbered years. The Secretary and treasurer shall be elected in December of even numbered years.

Section D, Meetings of the Board: The Board shall meet monthly at a time and place at the discretion of the Board.

Section E, Quorum at Board meeting: In Board meetings, a simple majority of Board members present will constitute a quorum. In email ballots, a majority of Board members currently in office will be required to determine an affirmative vote.

Section F, Vacancies: Whenever any vacancy occurs on the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board. The person so chosen shall hold office for the remainder of the term of the member he or she replaces.

Section G, Removal of Directors: Any one or more of the Directors may be removed with just cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Section H, Number: The Executive officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. These Officers shall serve on, and be included in the Board of Directors.

Section I, Method of Election: The Officers shall be elected at the December meeting of the Chapter, and shall serve for terms of two years. Nominations for Officers shall come from the membership and be presented at the November meeting. Officers will assume full duties January 1st. Elections will be by a simple majority of votes cast by the membership present.

Section J, Duties of Officers: The duties and powers of the Officers of the Chapter shall be as follows:

PRESIDENT- The President shall be the chief executive officer of the Chapter; shall chair all meetings of the Board of Directors, and regular monthly meetings of the Chapter; and shall have the power to enter into and sign contracts in the name of the Chapter whenever such contracts are authorized by the Board of Directors. The President shall have the authority to make committee appointments.

VICE PRESIDENT- In the case the absence of the President the Vice President shall have the same authority and responsibility as the president.

SECRETARY- The Secretary shall attend and keep minutes of all meetings of the Chapter, shall be the record keeper of the Chapter, and shall maintain a list of the expiration date of each Director's term of office. In the case of absence of the Secretary, the President may appoint a Secretary ProTem.

TREASURER- The Treasurer shall be responsible for handling, depositing, disbursing and accounting for all funds of the Chapter and shall provide a monthly report to the membership of all receipts, disbursements, and monies on deposit. The membership shall set a limit on how much the Board may disburse without prior approval by the membership. Any limit so set shall continue as the limit until changed by the membership. To set or change the limit there must be approval by a simple majority of members present at a regular monthly meeting. No approval for an expenditure in excess of the limit shall serve to change the limit on future expenditures.

All disbursements of less than the limit shall be made with the approval of the Board. Disbursements of the limit amount or more shall require the prior approval of a simple majority of members present at a regular meeting. The Treasurer shall also keep a list of all members and the status of their payment of dues.

ARTICLE X

Equipment and supplies

The Board of Directors shall coordinate the acquisition and disposition of all equipment, and shall regulate and/or restrict the use of any equipment and supplies belonging to the Chapter.

ARTICLE XI

Amendments

Any member can make a motion to open the By-Laws for amendment. If such a motion is seconded and passed, the proposed amendment(s) shall be presented to the membership and discussed at the next regular monthly meeting. The discussion shall continue at the 2nd following meeting and the vote shall be taken at the 3rd following meeting. A simple majority of the membership present at the meeting is required to pass an amendment to the By-Laws. Corrections and clarifications made to these By-Laws shall not be considered as amendments. Copies of all modifications to these By-Laws MUST be filed with the National Office of AAW.

ARTICLE XII

Indemnification

Each person who has been, now is or shall hereafter be a member of the Board of Directors, an Officer, or committee member of the Chapter, shall be indemnified by the Chapter to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he or she may become involved by

reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Chapter.

ARTICLE XIII

Rules of Order

The business portion of meetings of the Chapter and the Board meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XVI

Prohibited Activities

WMW was formed for charitable and educational purposes as set forth in Articles II and III of these By-Laws. Thus, WMW recognizes that it is prohibited from undertaking activities which impermissibly benefit private interests. WMW shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(7) of the Internal Revenue Code.

Adopted: Date _____

President's Signature _____

President's Name _____

Vice President's Signature _____

Vice President's Name _____

Secretary Signature _____

Secretary Name _____

Treasurer Signature _____

Treasurer Name _____