BYLAWS

Of the

NORTH CAROLINA

WOODTURNERS ASSOCIATION

Current Amendments approved by Board of Directors

November 9, 2002

And Approved by the Membership

Foreword

Because of his love of woodturning and his desire to share the creative experience with others, Eric Hughes of Conover, North Carolina, early in the summer of 1990, began contacting woodturners throughout North Carolina who were members of the American Association of Woodturners, expressing his desire to join with others to form a North Carolina chapter of AAW. His numerous telephone calls and untiring efforts led to an organizational meeting in Hickory, North Carolina, on September 8, 1990, at which time a steering committee was selected, and step one in the formation of the North Carolina Woodturners Association was in gear and rolling.

The steering committee, including Tony Bradley of Hickory, David Sengal of Boone, Charles Miller of Winston-Salem, David Snodgrass of Asheboro and Ken Bachand of Cedar Mountain, met later the same day and selected an initial board of director to undertake the task of organization, preparation of bylaws, and planning programs. Those selected to serve on the initial board of directors were Eric Hughes, Dan Rappaport, Harvey Pearman, David Snodgrass, and Ken Bachand. Also at that time, the new board of Directors nominated Tony Bradley to serve as the first president of the association.

On September 22, the board of directors met and selected the following nominees to serve with Tony Bradley as officers for the first year. They are Dan Rappaport, recording secretary, Eric Hughes, treasurer. It was agreed to hold the office of vice president until someone well qualified for that office can be selected from the membership.

At the second regular meeting of the associates on October 13, the membership accepted the board of directors as nominated by the steering committee and the officers as nominated by the board.

At a special meeting of the association on October 28th, a turning demonstration was given by Dennis Stewart, a nationally recognized woodturner, and on November 10th and December 8th, demonstrations on tool sharpening and preparation of stock for turning were given by various members of the association.

Our bylaws have been written and accepted, and we are on course for a full and rewarding year of woodturning fun. Our sincere thanks to Eric Hughes for getting is all started.

Respectfully,

Ken Bachand, for the Board of Directors

December 15, 1990

ARTICLE I

NAME

The name of the association shall be the **NORTH CAROLINA WOODTURNERS ASSOCIATION.** It shall generally be recognized as and called, **NORTH CAROLINA WOODTURNERS**, and shall also be known as and called **NCW**; and may be referred to in these Bylaws simply as the Association.

ARTICLE II

TIME AND LOCATION OF MEETINGS

Regular meetings of the Association shall be held on the second Saturday of each month at the time and location determined by the Board of Directors and announced in the Journal or by direct mail.

ARTICLE III

PURPOSES

It shall be the purpose of the **NORTH CAROLINA WOODTURNERS ASSOCIATION** to promote an interest in wood turning for persons of all levels of competence, whether they are beginners or advanced professionals; to provide information, education and hands-on experience for all members; to encourage creativity and to explore new methods and techniques for advancing wood turning as a creative craft and as a unique art form; and to encourage membersip in, and give support to the AMERICAN ASSOCIATION OF WOODTURNERS.

ARTICLE IV

RELATIONSHIP TO THE AMERICAN ASSOCIATION OF WOODTURNERS

The **NORTH CAROLINA WOODTURNERS ASSOCIATION** shall be a chapter of the AMERICAN ASSOCIATION OF WOODTURNERS, INC. and shall support and participate in activities of that association; however, the AMERICAN ASSOCIATION OF WOODTURNERS, INC. and its Board of Directors shall have no legal or financial responsibility in the affairs of the **NORTH CAROLINA WOODTURNERS ASSOCIATION** or its Board of Directors.

ARTICLE V

MEMBERSHIP

Membership in the **NORTH CAROLINA WOODTURNERS ASSOCIATION** shall be open to all persons eighteen (18) years of age or older and not be limited to residents of North Carolina. Membership shall be contingent upon the payment of dues as provided for in Article VI of the Bylaws.

ARTICLE VI

DUES

All members shall pay dues in such an amount and in such manner as recommended by the Board of Directors and approved by the membership. Dues shall be paid annually and shall be due on or before the first meeting of the Association each year. Dues for members joining during the year shall be pro-rated quarterly. Members who do not pay their dues by the first meeting in March shall be considered to have dropped their membership. Such persons must pay the full annual dues in order to re-instate their membership for the current year, except in case of extenuating circumstances as determined by the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ARTICLE VII

QUORUM

**Section A, General Business.** The members present at any meeting shall constitute a quorum. All business shall be carried by a simple majority of that quorum, except for the election of Directors and the amending of these Bylaws.

**Section B, Election of Directors and Amending the Bylaws.** The entire membership shall be afforded the opportunity to vote on Directors and amendments to these Bylaws either in person, by mail-in ballot received the Secretary on or before the designated meeting, or by proxy except that mail-in ballots will not be sent out in uncontested elections. The vote will be carried by a simple majority of the votes cast.

**Section C, Proxies.** A member who cannot attend a meeting and who chooses to give a proxy to another member must do so prior to the meeting and such proxy must be filed in a Book of Records by the Secretary. No proxy may be given to anyone other than another member.

ARTICLE IX

BOARD OF DIRECTORS

**Section A, Powers.**  The Board of Directors shall be the governing body of the Association and shall have all powers necessary to conduct the business of the Association, which are consistent with these Bylaws, except as otherwise provided for in these Bylaws. The Board of Directors shall nominate Directors and shall appoint Officers and all committees and special positions as may be required. The Board of Directors shall have the power to abolish any committee of special position.

**Section B, Number and Manner of Election.** The Board of Directors shall consist of six (6) Officers appointed by the Board. Directors will be elected by a simple majority of the votes cast as the November meeting each year, or at a special meeting called for that purpose, from the slate nominated by the Board of Directors plus any nominations received from the floor. All Director candidates must be contacted prior to being nominated to obtain their agreement to serve if elected. Board and floor nominations will be made at the October meeting or at a special meeting called for that purpose. A Director may not also serve as an Officer.

**Section C, Term of Office.** Each Director is selected to serve a term of three years. Each year three Directors, who have completed a three-year term, will retire and be replaced by newly elected Directors at the regular meeting in November. No director may serve more than two complete consecutive terms. If a Director is elected to fill an interim vacancy of less than 18 (18) months, that Director will be eligible for two additional consecutive three terms. If elected to fill an interim vacancy of more than eighteen (18) months that Director will be eligible for only one (1) additional three-year term. The Secretary shall record the term of each Director and advise the board which Director’s term expires each year. The information shall be made available to the Editor of the Journal for publication in the Association’s Journal.

ARTICLE X

OFFICERS

**Section A, Number.** The Association shall have a total of six (6) officers: President; Vice President; Secretary; Journal Editor; Treasurer; and Program Chairman.

**Section B, Method of Election.** Officers shall be appointed by the Board of Directors and shall be announced to the membership at the January meeting. If a vacancy occurs during the fiscal year, the appointment shall be announced at the next regular meeting. The Board may appoint any member in good standing as an Officer.

**Section C, Term of Office.** All officers shall serve one year (December-December) and shall be eligible for re-appointment each year, except the President, who may not serve more than two consecutive terms.

**Section D, Powers and Responsibilities of the President.** The President shall be the chief executive officer of the Association; shall chair all meeting of the Board of Directors; shall, together with other offices of the Association specifically designated by the Board for that purpose, be authorized to make deposits and withdrawals of the Association’s funds for Association purposes; and shall have the power to enter into and sign contracts in the name of the Association whenever such contracts are authorized by the Board of Directors.

**Section E, Powers and Responsibilities of the Vice-President.** The Vice-President shall have all the powers and responsibilities of the President in the absence of the President.

**Section F, Powers and Responsibilities of the Secretary.** The Secretary shall attend and keep minutes of all meetings of the Association, its officers and its Board of Directors. The records shall be kept in a Book of Records and shall be read and approved at each meeting. In addition, the Secretary shall maintain records of proxy votes and election results; and shall maintain a list of the expiration dates of each Director’s term of office.

**Section G, Powers and Responsibilities of the Journal Editor.** The Journal Editor shall be the editor of all publications of the Association and shall maintain communications between the Association and its members.

**Section H, Powers and Responsibilities of the Treasurer.** The Treasurer shall be responsible for handling, depositing, and accounting for all funds of the Association; and shall provide a quarterly report to the Board of Directors of all receipts, disbursements, and monies on deposit. Such reports shall be make a part of the Book of Records.

**Section I, Powers and Responsibilities of the Program Chair.** The Program Chair shall plan and arrange all regular and special programs throughout the year. Regular programs and those held at the regular time and place; special programs are those held at other locations and times. The Program Chair may appoint a Program committee and delegate program responsibilities as needed. The Program Chair has authority to engage guest turners in accordance with the fee schedule approved by the Board and shall recommend to the Board a surcharge for those meetings. Special approval by the Board shall be required before exceeding the established fee schedule.

**Section J, Executive Committee.** The Officers shall constitute an Executive Committee and may meet from time to time separately from the whole Board for purpose of planning, preparing proposals, and such other activity as they deem necessary, for consideration by the whole Board. The President shall determine when and where Executive Committee meeting are to be held.

ARTICLE XI

MANNER OF ACTION

The President shall, from time to time, call meetings of the Board of Directors to review, plan and conduct the business of the Association including proposals submitted by the Executive Committee. Board meetings will usually be held on the day of a regular meeting of the membership but may be held at any time with reasonable notice. The Secretary will notify all Officers and Directors who are expected to attend. Al business shall be carried by a simple majority of the Board. Directors and Officers not present may be contacted by phone for their vote, if required. The President shall vote in case of a tie.

ARTICLE XII

TERMINATIONS

**Section A, Board of Directors.** Directors may be terminated by death, resignation, or action of the membership.

1. **Death.** In the event of the death or incapacity of a Director, the Board shall nominate a replacement who, after having been approved by the membership, will fulfill the remainder of that Director’s term. At the completion of the interim term, the replacement Director shall be eligible for re-election to the Board in accordance with Article IX, Sections B and C of these Bylaws.
2. **Resignation.** A director may resign from office by submitting a letter to the Board of Directors. Unless otherwise stated in the letter, the resignation shall become effective upon receipt of the letter by Board of Directors. Replacement shall be as provided in paragraph one of this section.
3. **Termination by Action of the Membership.** A Director may be terminated for malfeasance, misfeasance, or nonfeasance by a majority vote of the members present at any regular meeting, or a special meeting called for that purpose, upon recommendation of the Board of Directors or a petition signed by ten (10) members. Replacement shall be as provided in paragraph one of this section.

**Section B, Officers.** Termination of Officers shall be at the pleasure of the Board for just cause. Replacement shall be as provided in Article X, Section B. Replacements will serve out the balance of the current term of office.

ARTICLE XIII

PROPERTY, EQUIPMENT, AND SUPPLIES

**Section A, Real Property.** When authorized to do so by a simple majority present at any regular meeting, or special meeting called for that purpose, the Board of Directors may purchase, sell, or otherwise dispose of real property in the name of the Association.

**Section B, Equipment.** Equipment shall be understood to be machinery, tools, jigs, fixtures, benches, tables, chairs, audio/video equipment, or other such items that are to be used by the Association. The Board of Directors my purchase, sell, or otherwise dispose of, in the name of the Association, any equipment costing up to, but not exceeding, $1,000.00 without prior authorization of the membership. Authorization for transactions exceeding $1,000.00 shall be by two-thirds (2/3) majority vote of the membership present at any meeting of the Association.

**Section C, Supplies.** Supplies shall be understood as consumable items to be used by the Association, and/or items for resale or raffle. The Board of Directors may purchase, sell or otherwise dispose of any supplies costing up to, but not exceeding, $500.00 without prior authorization by the membership. Authorization for transactions exceeding $500.00 shall be the same as equipment.

**Section D, Use of Equipment or Property.** The Board of Directors shall regulate and/or restrict the use of any property or equipment belonging to the Association.

ARTICLE XIV

LIQUIDATION UPON DISSOLUTION

No part of the assets of the Association shall inure to the benefit of any Officer, Director o member of the Association. Upon dissolution of the Association, the assets of the Association shall be, after due provisions have been made for the satisfaction of all liabilities and obligations of the Association, distributed to another organization(s) whose purposes are substantially similar to the purposes for which this association was organized.

ARTICLE XV

STATEMENT OF INCORPORATION

On May 28, 1993, the **NORTH CAROLINA WOODTURNERS ASSOCIATION** was granted a non-profit charter by the State of North Carolina, and Articles of Incorporation were filed in Book 51, Page 745 of the Public Records of the State of North Carolina. From this date forward, the **NORTH CAROLINA WOODTURNERS ASSOCIATION** shall be subject to the provisions and restrictions of the Charter, and the Charter shall prevail.

ARTICLE XVI

AMENDMENTS

These Bylaws may be amended from time to time by the Membership. In any case, all members shall have been given notice of such proposed amendment(s) no less that ten (20) days prior to the meeting at which such amendment(s) will be considered, and all provisions for proxies and mail-in ballots shall have been given. Corrections and clarifications made to these Bylaws shall not be considered as amendments.

ARTICLE XVII

POLICY STATEMENTS

From time to time the Board of Directors will develop and approve Policy Statements governing the affairs of this organization. These Policy Statements, to be considered in force, will be reduced to writing, signed, dated, and attached to these Bylaws. The Board may at its discretion modify or rescind any Policy Statement. Such actions will be reflected in the minutes of the Board.

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