



## **BYLAWS**

### **THE ATLANTA WOODTURNING GUILD**

(Hereinafter called AWG)

A Chapter of the American Association of Woodturners, Inc. (Hereinafter called AAW)  
A Nonprofit Corporation

#### **ARTICLE I – ORGANIZATION AND LOCATION**

AWG is organized as a forum for individuals interested in woodturning and was formed on July 25 2007. The primary purposes of AWG are consistent with the fundamental purposes of AAW, “to provide Information, Education and Organization to those interested in turning wood.” The membership is drawn from and serves, but is not limited to the Atlanta Georgia area and is open to all members of AAW.

The Chapter organizer is:

(Name)	Robert F. Greenberg
(Title)	President
(Address)	2383 Little Brooke Drive, Dunwoody, Georgia, 30338
(Telephone, Day/Home)	770-392-9296
(E-mail/Website)	rfgreenberg@bellsouth.net

#### **ARTICLE II – OFFICE**

The principle office of this organization will be located with the official location of the then current President of the Board of Directors. All correspondence should be addressed through the Secretary at the address shown in the Roster of the Newsletter.

#### **ARTICLE III – RELATIONSHIP OF AWG TO AAW**

General Members of AWG are members in good standing of AAW (See Article V for definition of General Member).

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

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

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 purposes of AWG 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 AWG and AAW. Only General Members may hold office or conduct demonstrations.

**Associate Members** – Members in good standing with AWG but not members of AAW.

**Family Members** – All members residing at the same address and in good standing of both AWG and AAW. The family membership fee will be determined by the Board of Directors at a level to recover the costs associated with mailings and activity promotions.

**Student Members** – Students under the age of 18. Student Members must be accompanied to meetings and activities by a parent or guardian that are General Members of AWG. The student membership fee will be determined by the Board of Directors at a level to recover the costs associated with mailings and activity promotions. Student Members will be non-voting members.

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

**Membership Fees** – The fees for membership in AWG will be periodically reviewed and determined by the Board of Directors. The fee structure will be set to encourage membership in the AAW and will be reported to the membership by the Board of Directors in the July edition of the newsletter. Fees will be payable at the beginning of the fiscal year. Fees for new members are payable upon joining. Members joining after the 1<sup>st</sup> of October shall be considered to have paid for the following year.

Fees for membership in AAW are separate from those for AWG and are to be paid directly to AAW by the member.

## **ARTICLE VI – MEETINGS**

AWG will meet once a month. The meeting dates and location are to be determined by the Board of Directors. Notice of meeting date, location and content will be announced in a newsletter (Website or E-mail).

## **ARTICLE VII – OFFICERS**

**A. Board of Directors:** All Directors of AWG agree to be members in good standing of the American Association of Woodturners Inc.

~~\* Directors shall be elected for a term of two years. Terms of office will be staggered to enhance continuity. Three Directors will be elected in odd numbered years and four Directors will be elected in even numbered years. General Members with a willingness to serve are eligible to seek the office of Director.~~

\* See ARTICLE XVIV – AMMENDMENTS on page 8.

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

Officers and Directors shall be elected by a majority vote of those General 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 advanced mailing to the membership.

**B. Officers:** Officers will be elected by the Board of Directors from among the Directors. The Board of Directors shall normally meet each month to conduct and oversee planning and other business. All members in good standing are eligible to attend meetings but only Officers and Directors are eligible to cast votes.

**C. Non-elected Positions:** The President is empowered to create any temporary position deemed necessary. The President, with the advice and consent of the Board of Directors, may appoint members to temporary positions for a term to be determined by the President 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 or the Board of Directors.

**D. Removal:** The membership may remove any elected Directors when it is deemed that the best interests of AWG would be served by such removal. Removal shall 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 Board of Directors. Voting will be made either by secret ballot at a regularly scheduled meeting or through mailed ballots.

**E. Vacancies:** The President with the approval of the Board of Directors 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 Members casting ballots at a regularly scheduled meeting or by mail ballot.

**F. 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 AWG.
2. Call or cause to be scheduled meetings of the Board of Directors 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 Board of Directors.
5. Is ex-officio a member of all committees but may appoint another Director as stand-in.

**G. 1<sup>st</sup> 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 1<sup>st</sup> Vice President shall perform the duties of the President. When so acting, the 1<sup>st</sup> 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 1<sup>st</sup> Vice President shall perform other duties as may be assigned by the President.

**H. 2<sup>nd</sup> Vice President:** In the absence of the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall perform the duties described in (G) above. The 2<sup>nd</sup> Vice President shall perform such other duties as may be assigned by the President.

**I. Secretary:** The Secretary shall keep minutes of Board meetings and those portions of regular meetings during which official business is conducted and shall distribute same to all Board members. The Secretary shall see that notices are duly given to members as required by the by-

laws and shall maintain the official records including, but not limited to, a current copy of the by-laws, Articles of Incorporation and tax exemption determination letter.

The Secretary shall maintain the official membership roster and phone list which includes, but is 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 the months when general meetings are held and at such other times as directed by the President. Distribution shall include all members in good standing, the AAW office and such others as the President directs.

**J. 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 and Newsletter Editor 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 AWG 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 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 ( ) EZ, a copy of which shall be distributed to the Secretary.

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

#### **ARTICLE VIII – NOMINATION OF OFFICERS**

Prior to the holding of elections, the President shall appoint, with the advice and consent of the Board of Directors, General Members to a 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 extend possible, the qualifications of each candidate and the willingness of the candidate to serve if elected. Members in good standing may propose members for consideration by the Nominating Committee.

#### **ARTICLE IX – INDEBTEDNESS**

All functions of AWG are on a cash basis. AWG may not incur any debt through the actions of the officers or any of its members. AAW's national office MUST be notified in writing PRIOR to AWG incurring any indebtedness for AAW.

#### **ARTICLE X – DISCLAIMERS: FISCAL AND LEGAL**

The corporation, American Association of Woodturners Inc., specifically disassociates itself from any debts, obligations or encumbrances of the Local Chapter. The Corporate Board of Directors

of AAW is not responsible for the debts, nor shares in the profits of the Local Chapters. The Corporate Organization does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by a Local Chapter. AWG specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. The Board of Directors of AWG is not responsible for the debts nor shares in the profits of the American Association of Woodturners. AWG does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the national organization.

#### **ARTICLE XI – INSURANCE**

As a chapter of AAW, AWG will utilize insurance available through and required by AAW. All demonstrators from AWG must be General Members to be covered by insurance. Demonstrators that are not members of AWG 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 as vote of the simple majority of the qualified voting members of AWG 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 be taken. Copies of all modifications to these By-laws must be filed with the Administrative Office of AAW.

#### **ARTICLE XIII – MEMBER NOTIFICATIONS**

Annually in the January edition of the newsletter, the membership shall be notified of the following information:

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

#### **ARTICLE XIV – QUORUM AND ORDER OF BUSINESS**

A Quorum shall consist of those General Members present at a scheduled general meeting or a majority of the Directors present at a scheduled Board 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, 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 AWG, in keeping with its status as a 501©3 non-profit corporation, shall be made available for public inspection with the consent of the majority of the Board of Directors.

#### **ARTICLE XVI – INDEMNIFICATION**

AWG Board of Directors 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 AWG by reason of the fact that the individual is or was an, officer, employee, member or agent of AWG or is or was serving at the request of AWG 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

AWG and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

Adopted: JULY 25<sup>TH</sup> 2007

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

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Date:

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President

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Date:

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1<sup>st</sup> Vice President

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Date:

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2<sup>nd</sup> Vice President

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Date:

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Secretary

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Date:

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Treasurer

\* **See ARTICLES XVII and XVIII on page 7**

**ARTICLE XVII – ELECTIONS**

The General Membership shall elect all Directors and Officers

**ARTICLE XVIII – AAW MEMBERSHIP**

All Officers and Directors must maintain AAW membership

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Date:

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President

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Date:

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1<sup>st</sup> Vice President

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Date:

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2<sup>nd</sup> Vice President

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Date:

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Secretary

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Date:

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Treasurer

## **ARTICLE XVIV – AMMENDMENTS**

Article VII section 'A' paragraph two was amended and approved unanimously by the General Membership on the 16<sup>th</sup> of September 2009 to read as follows:

Effective on the 1<sup>st</sup> of January 2010 Officers of AWG will be 1. The President 2. The Vice President 3. The Treasurer 4. The Secretary. In addition there will be three additional Board Members. The retiring President, with the remaining two Board Members to be elected by the General Membership. All four officers and the two board members are to be elected by the General Membership for a period of one year. It is not a requirement to have previously served as a director to become an officer of AWG.