

**Bylaws
of the
Detroit Area Woodturners.**

(Hereinafter called DAW)

**A chapter of the American Association of Woodturners, Inc. (Hereinafter called AAW)
A Nonprofit Organization**

ARTICLE I - ORGANIZATION AND LOCATION The **DAW** is organized as a forum for individuals interested in woodturning and was formed on April 2, 2000. The primary purposes of the **DAW** 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, South East Michigan, but is not limited to the South East Michigan area.

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 or the newsletter.

ARTICLE III - RELATION OF DAW TO AAW General Members of the **DAW** are encouraged to be members of the **AAW**. While it is understood that the **AAW** will provide advice and counsel, as requested, the nature and extent of the activities of the **DAW** are determined by the **DAW**. Demonstrations, while part of the normal activities of the **DAW**, are to be conducted solely at the discretion of the Board of Directors of the **DAW** and all safety and instruction are to be under the explicit direction and control of the Board of Directors. As recommended by the **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 other purposes of **DAW** 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. Engage in community service projects and programs related to woodturning
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 - Membership is open to anyone with an interest in wood turning without regard to race, creed, color, religion, sex or national origin. A person, firm or corporation may become a member by the means provided by the **DAW**, accompanied by one year’s dues. The Organization offers membership in the following categories to both individuals and businesses in the United States and foreign countries:

- Individual
- Family

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Student Members - Students under the age of 18. Student Members must be accompanied to meetings and activities by a parent or guardian. The student membership fee will be determined by the Board of Directors.

Honorary Members - General Members who have served DAW 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 DAW.

Membership Fees - The fees for membership in the DAW will be periodically reviewed and determined by the Board of Directors. The fee structure will be reported to the membership by the Board of Directors. Fees will be payable at the beginning of the fiscal year. Fees for new members are payable upon joining. Members joining after the August meeting shall be considered to have paid for the following year.

ARTICLE VI - MEETINGS The DAW will meet a minimum of 9 times per year. The meeting dates and locations are to be determined by the Board of Directors. Notice of meeting date, location and content will be announced.

ARTICLE VII - OFFICERS Board of Directors

- A. The property, affairs, activities and concerns of the Organization shall be vested in a Board of Directors - individually referred to herein as "Director" and collectively referred to herein as "Board". This Board shall be charged with the responsibility of the day-to-day operation of the Organization and the prudent conduct of its business. The board of directors shall consist of the 5 elected officers and as many appointed positions as deemed necessary by the board.
- B. The five officers of the Board shall be elected through an annual general membership election. The five officers shall be elected at the December meeting and shall serve for terms of one year. Officers may serve successive terms.
- C. The officers shall be a president, a first vice-president, a second vice-president, a treasurer, and a secretary.
- D. The Board of Directors shall:
 - 1. Hold meetings at such times and places as it chooses.
 - 2. Print and circulate documents.
 - 3. Communicate with other organizations interested in woodturning.
 - 4. Employ agents.
 - 5. Devise and execute such other measures as it deems proper to promote objectives of the Organization and to best protect the interest and welfare of the members.
- E. 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 discretion of the President. The President is empowered to remove, replace and/or terminate temporary positions.

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- F. **Removal:** The membership may remove any elected Directors when it is deemed that the best interests of the DAW would be served by such removal. Removal will 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.
- G. **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 and Associate Members casting ballots at a regularly scheduled meeting or by mail ballot.
- H. **President:** The President shall be the principle executive officer. The duties of President include, but are not limited to, the following:
1. Supervision and control of the business and affairs of the DAW
 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 an ex-officio member of all committees but may appoint another Director as a stand-in.
- I. **First 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 First Vice President shall perform the duties of the President. When so acting, the First 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 First Vice President shall perform such other duties as may be assigned by the President.
- J. **Second Vice President:** The duties of the Second Vice President include, but are not limited to, the following
1. Planning and executing the activities of the organization including but not limited to third party or member demonstrations, community events, educational events and special purpose DAW events.
- K. **Secretary:** 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. The Secretary shall keep minutes of Board meetings and of 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 bylaws and shall maintain the official records including, but not limited to, a current copy of the Bylaws, Articles of Incorporation and tax exemption determination letter.
1. The Secretary shall maintain the official membership roster and phone list, which includes, but is not limited to, all members in good standing of all membership categories.

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2. The Secretary is responsible for publishing and distributing a newsletter or meeting notices during 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.

- L. 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, and investments. 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.

- M. Past President: The Past President shall serve in an advisory capacity to the President and other officers as an "at large" member of the Board of Directors for one year. The Past President may perform such other duties as may be requested by the President.

ARTICLE VIII - NOMINATION AND ELECTION 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/Election 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 by or at the November meeting. The Nominating / Election Committee will assure, to the extent 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 /Election Committee.

1. Election of officers shall be by show of hands (except when there is more than one candidate for an office, that vote will be by secret ballot.) with the candidate receiving the most votes being elected.
2. Proxy votes will be allowed if a member cannot be present and may be conveyed by verbal or written notice to the Nominating / Election committee. The Secretary and election committee shall count the ballots.
3. Results of the election shall be made public before adjourning said December meeting with the new officers taking their respective positions at the January meeting.

ARTICLE IX - INDEBTEDNESS All functions of the DAW are on a cash basis. The DAW may not incur any debt through the actions of the officers or its members.

ARTICLE X - DISCLAIMERS FISCAL AND LEGAL The AAW and the DAW are legally separate entities and specifically dissociate themselves from any debts, obligations, or encumbrances of the other. Neither the DAW nor the AAW 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 the AAW, the DAW will utilize insurance available through and required by AAW. All demonstrators from DAW must be General Members and members of the AAW to be covered by insurance. Demonstrators that are not members of the DAW must be members in good standing of the AAW or covered for liability by an adequate insurance policy.

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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 General Members of the DAW casting ballots at a meeting of the members. Proposed changes to these Bylaws shall be announced via an advanced mailing and or emailing 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 Bylaws must be filed with the Administrative Office of the AAW.

ARTICLE XIII - MEMBER NOTIFICATIONS Annually, 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 the DAW, and 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 Newly Revised shall be consulted.

ARTICLE XV - BOOKS AND RECORDS The books and records of the DAW, in keeping with its status as a non-profit organization, shall be made available for public inspection with the consent of the majority of the Board of Directors.

ARTICLE XVI - INDEMNIFICATION The DAW 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 the DAW by reason of the fact that the individual is or was an, officer, employee, member or agent of the DAW or is or was serving at the request of the DAW against expenses, including reasonable attorneys' 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 the DAW and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

Adopted: November 19, 2006

Signatures of Officers presiding at the time the bylaws were approved.

Date: _____ President: Greg Smith _____

Date: _____ 1st Vice President Frank Marabate _____

Date: _____ 2nd Vice President Bob Daily _____

Date: _____ Secretary Bill Schrodt _____

Date: _____ Secretary Mike Foydel _____

Date: _____ Treasurer: John Fitzpatrick _____