

BARNESVILLE WOODTURNERS, INC. BY-LAWS

ARTICLE I

Name & Principal Office

The name of this organization shall be Barnesville Woodturners, Inc. This organization shall also be identified as "the Barnesville Woodturners." Within these bylaws, the Barnesville Woodturners may be referred to as BWT. The principal office of the corporation shall be located at the address of its then current President of the Board of Directors. This address can be obtained via the "Contact Us" link on the Barnesville Woodturners website.

ARTICLE II

Relationship to the American Association of Woodturners

The Barnesville Woodturners is 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 BWT; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of BWT or BWT's Board of Directors.

ARTICLE III

Mission Statement, Purposes and Objectives

BWT's Mission is to provide education, information and assistance to individuals interested in woodturning.

To further this mission, The Barnesville Woodturners shall conduct educational demonstrations and hands-on workshops to help members build upon existing skills or to develop new skills. At membership meetings, BWT will provide opportunities to trade wood and to learn about new tools and techniques. Members are encouraged to share ideas via social media posts and informal conversations both during and outside of the formal membership meetings.

In addition to helping members build upon and develop existing skills, BWT will provide 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.

The Barnesville Woodturners is organized exclusively for charitable and educational purposes within the meaning of section 501(c)3, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Private Inurement.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in in the previous article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Membership

Membership is open to anyone with an interest in woodturning without regard to age, race, creed, color, gender or national origin. This interest may include hobbyists, students, amateur or part time woodturners, highly skilled woodturners, professional woodturners, collectors, galleries, dealers and retail sales.

Section A, Categories of Membership: BWT shall have the following categories of membership:

- Regular Member - any person 18 years of age or older who pays the dues provided for in Article VI of the Bylaws. Regular members have all membership rights, including the right to vote & hold office.

- Associate Member - any person under 18 years of age, 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 under age 18 must be accompanied by a parent at all onsite activities. All Associate Members shall be exempt from the payment of any dues and shall be entitled to all privileges of regular members, except the right to vote or hold office. Associate Membership is granted for a calendar year and may be renewed at the end of the calendar year.
- Lifetime Member - Lifetime members are individuals who have contributed to BWT in an exemplary manner. Any BWT member can nominate any other member for a lifetime membership and submit the nomination to the Board. Upon receiving such a nomination, the Board shall review the nomination and vote to either approve or reject the lifetime membership. Unanimous approval by the Board is required for the lifetime membership to be awarded. Lifetime Members shall be exempt from the payment of any dues (for the duration of their lifetime) and shall be entitled to all privileges of regular members.

Section B, Removal of Member: Removal of any member of the Barnesville Woodturners may be accomplished by a majority vote of the full Board of Directors.

ARTICLE VII

Dues

Section A, Annual Dues: All members shall pay dues as recommended by the Board of Directors and approved by the membership.

Section B, New members: New members who join and pay their dues during the last 4 months of a year shall be considered paid in full for the duration of the year as well as for the following calendar year.

Section C, Renewal Dues: Existing members should pay their renewal dues during the last 3 months of a given year for the next calendar year. Members who do not pay their dues by January 15 shall not be eligible to vote or utilize any of the benefits associated with full membership until such dues are paid. Exceptions to the above may be considered by the Board of Directors should extenuating circumstances be present.

ARTICLE VIII

Membership Meetings

Section A, Monthly Meetings: The Barnesville Woodturners shall conduct monthly membership meetings at a day, time and location to be communicated to the membership. The Board of Directors will designate a permanent meeting location and time so members can plan their schedules. (As of September 2022, the normal meeting date for BWT was the second Tuesday of each month.) The Board of Directors may, however, designate alternate dates, times or locations as conditions may require. Meeting dates, times and locations will be communicated to members via email and on the BWT Facebook page. Schedules may also be posted on the BWT webpage

Section B, Special Meetings: Special membership meetings may be called by the BWT Board of Directors. Also, upon written request of 20% of the BWT membership, the Board of Directors shall call a "Special Meeting" to discuss a specific subject. Notice of a "Special Meeting" shall be published in an email, at least 30 days prior to the date of the meeting. This notice will show the date, time, and place of the meeting, and will include a proposed agenda.

Section C. Quorum: The presence in person, or by proxy, of 25% of BWT members 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.

Section D: Proxies: Every BWT member entitled to vote at any regular meeting may vote in proxy. A proxy shall be in writing and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 30 days, from the date of its execution.

ARTICLE IX

Board of Directors

Section A, Powers: The Board of Directors shall be the governing body of the organization and shall have all powers necessary to conduct the business which is consistent with these By-Laws. The Board of Directors shall appoint and/or abolish special positions and committees as needed.

Section B, Number: The Board of Directors shall consist of four (4) Executive Officers, three (3) elected Members at Large and the Immediate Past President.

Section C, Terms of Office: Executive Officers shall serve for 1 calendar year and Members at Large shall serve for 3 calendar years. Terms for the 3 Members at Large positions should be staggered to maintain some degree of continuity within the organization. The Secretary will record the term of each Director and advise the Board which Director's Term expires each year.

Section D, Manner of Election: The Board of Directors shall select a slate of nominees no later than September 30, present it to the membership at the October meeting and accept any floor nominations at that time. Additional nominations may be made via email at any time between the October and November meetings. Elections will be conducted at the November meeting and positions will be filled by a majority vote of the members present at that meeting. The newly elected Directors will assume their duties on January 1. Even though they are no longer in office, the outgoing Board members will present a summary of the BWT financial performance, membership trends and other pertinent information at the January membership meeting.

Section E, Meetings of the Board: Board meetings may be scheduled by the President when he or she deems them necessary but no fewer than 1 meeting per quarter. The Secretary shall, at the written request of three (3) members of the Board, issue a call for a special meeting of the Board. Special meetings must be communicated in writing at least ten (10) days before the appointed date for the meeting. Most Board Meetings are held virtually. The president shall announce the dates and times of any upcoming Board meeting at the general membership meetings. Any member can attend a Board meeting by contacting the President beforehand to ask for the link or to confirm the meeting location, day and time.

Section F, Quorum: In regular meetings, a simple majority of Directors present will constitute a quorum. In email ballots (decisions), a majority of Directors currently in office will be required to determine an affirmative vote.

Section G, Vacancies: Whenever any vacancy occurs on the Board of Directors (death, resignation, inability/ refusal to serve, etc.), it shall be filled by a majority vote by ballot by the remaining members of the Board of Directors at a regular Board meeting, or at a special meeting which shall be called for that purpose. The election shall be held as soon as possible, but no later than sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces.

Section H, Removal of Directors: Any Director(s) may be removed when deemed in the best interest of BWT, at any time, by a vote of two-thirds of the members present at any special membership meeting called for that purpose.

Section I, Duties of Officers: The duties and powers of the Officers are as follows:

President - The President shall be the chief executive officer. Responsibilities include each of the following:

- Chair all BWT Board of Directors meetings and all BWT membership meetings.
- Ensure all Board Members and Committee positions are staffed and that incumbents perform the duties assigned to their positions and further the needs of the organization.
- To meet future needs, coordinate an annual Membership drive and annual fund-raising activities.
- Coordinate an effective communication program within the organization.

Vice President - Responsibilities include each of the following:

- Perform the duties of the President if the President cannot attend a meeting (illness, travel, death, etc.)
- Preside over at least 2 meetings during the calendar year.

Secretary - Responsibilities include each of the following:

- Record attendance and take minutes at all Board meetings.
- Document attendance, proposals and vote totals at Membership Meetings where votes are taken (e.g., annual election, etc.).
- Record the term expiration date for each Member at Large.
- Update Annual Office records with the AAW
- Maintain BWT's nonfinancial records.

Treasurer - Responsibilities include each of the following:

- Collect and deposit all monies due to BWT (e.g., dues, donations, sales, raffle proceeds, etc.). Following up with members to remind them that dues are payable.
- Pay all expenses incurred by BWT (e.g., demonstrator fees, workshop fees, insurance premiums, Georgia Annual Registration fee, venue honorariums, web page expenses, etc.) All expenses must be supported with a receipt or written documentation.
- Maintain the BWT financial records (e.g., checkbook and others as may be required) and provide copies of the monthly bank statement to the President and other Board members.
- File the Annual Registration form with the state of Georgia.
- File the annual Tax Return with the Federal IRS to maintain compliance with 501(c)3 requirements.
- Prepare an annual Income Statement and reviewing it with the membership.
- Maintain the Membership Roster.

Section J, Duties of Other Directors: The duties and powers of the Other Directors are as follows:

Past President

- Provide continuity by helping to explain why past decisions were made and what factors have influenced BWT's financial and organizational health.
- Help the Board to make decisions that favorably impact the organization.
- In the event the Past President is not available to serve, the Board should appoint a long service member with a similar institutional knowledge.

Members at Large (3)

- Bring diverse ideas to the Board to stimulate new ideas.
- Help the other Board members understand the overall health and needs of the organization.

ARTICLE X

Appointed Coordinators

Appointed coordinators work under the supervision of the President and/or Board of Directors. The following appointed positions currently exist:

Educational Programs Coordinator – Responsibilities include each of the following:

- Schedule monthly demonstrators in accordance with the following guidelines established by the Board: cost, type (members, regional, national), venue (live, virtual), subject.
- Schedule 1-2 workshops that are self-funding and appeal to the membership.

Librarian - Responsibilities include each of the following:

- Maintain a DVD and printed book library that members can access.
- Ensure library materials are available for members to access at membership meetings.
- Ensure controls are in place, so materials are checked out and then returned as scheduled.

Audio/Video & Virtual Meeting Coordinator - Responsibilities include each of the following:

- Ensure that cameras, microphones, monitors and other A/V equipment is setup properly so members can see/hear what is happening during a demonstration.
- Ensure virtual meetings are properly utilized so members can participate either at the onsite meeting location or virtually.
- Using a prescribed format, edit and upload demo recordings to prescribed social media locations. (This takes about 30 minutes.)

Webpage and Social Media Coordinator - Responsibilities include each of the following:

- Maintain the BWT website to include adding links to monthly demo recordings and updating the calendar of scheduled activities.
- Perform all website and social media page maintenance required to meet the continuing BWT needs.

ARTICLE XI

Indemnification

Each person who has been, now is or shall hereafter be a member of the Board of Directors, an Officer, Program Coordinator or Committee Member shall be indemnified by BWT 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 Barnesville Woodturners.

ARTICLE XII

Code of Ethics

BWT members shall support the goals of this chapter without verbal or physical malice to any member, the chapter as a whole or to other associated organizations or individuals. Officers, Board Members and Advisor will hold themselves to the very highest standards, avoiding conflicts of interest while giving their full support for the best interests of BWT.

ARTICLE XIII

Conflicts of Interest

Section A, Purpose: The purpose of the conflict-of-interest policy is to protect the Barnesville Woodturners' interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of BWT or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B, Definitions:

- 1.) Interested Persons: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which BWT has a transaction or arrangement, (b) a compensation arrangement with BWT or with any entity or individual with which BWT has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BWT is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section C, Paragraph 2 of this Article, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists. BWT will only enter agreements with an Interested Person if the agreement is at cost or within industry average profit.

Section C, Procedures:

1.) Duty to Disclose, In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2.) Determining Whether a Conflict of Interest Exists, After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.) Procedures for addressing the conflict of Interest,

a.) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b.) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c.) After exercising due diligence, the governing board or committee shall determine whether BWT can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d.) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in BWT's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4.) Violations of the Conflict-of-Interest Policy, If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D, Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings,

Section E, Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from the Barnesville Woodturners for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BWT for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BWT, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section F, Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that BWT is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

Section G, Periodic Reviews: To ensure the Barnesville Woodturners operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax- exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to BWT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H, Use of outside Experts: When conducting the periodic reviews provided for in Section G, the BWT may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

ARTICLE XIV

Fiscal Year

The fiscal year for the Barnesville Woodturners shall be the January 1 through December 31 and may be changed by the Board of Directors if such change will benefit the organization.

ARTICLE XV

Financial Controls

Section A: Each month, the Treasurer shall forward a copy of the monthly bank statement and copies of cancelled checks to the President who will review them for reasonableness.

Section B: At the end of each year, the Board shall appoint 2 BWT members to audit the BWT financial records. These 2 auditors will review revenues, expense payments and report their findings to the Board. The Treasurer cannot be one of the auditors.

Section C: The Treasurer must have written documentation to support all checks that are issued. If any recurring expense (e.g. monthly demonstrator, web page, insurance, etc.) exceeds \$100, the President must approve the issuance of the check. If any non-recurring expense (e.g. equipment or supply) exceeds \$100, Board approval must be obtained before the purchase can be completed.

ARTICLE XVI

Prohibited Activities

The Barnesville Woodturners was formed for charitable and educational purposes as set forth in Articles II and III of these By-Laws. Thus, BWT recognizes that it is prohibited from undertaking activities which impermissibly benefit private interests. The Barnesville Woodturners shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code.

ARTICLE XVII

Amendments

These By-Laws may be amended from time to time by the membership. Such action shall be preceded by giving all BWT members ten (10) days prior notice of the meeting at which such amendments will be considered, and all provisions for proxies and mail in ballots shall have been given. Such amendments can be passed with a simple majority of the qualified voting members at the schedule meeting. Corrections and clarifications made to these By-Laws shall not be considered as amendments.

Adopted: Date _____

President’s Signature _____

President’s Name - Steven Mellott

Vice President’s Signature_____

Vice President’s Name – Joe Patterson

Secretary/Treasurer’s Signature_____

Secretary/Treasurer Name – Ron Biffle