

Bylaws of Ada County Woodworkers Association Inc.

ARTICLE I

Name

The name of this club shall be Ada County Woodworkers Association Inc., and will be referred to as the Club for the purposes of this document.

ARTICLE II

Purpose

The objectives of the Club shall be to promote woodworking by providing a forum for the exchange of ideas in order to help members improve their woodworking skills and techniques and to promote safer woodworking habits and conditions.

ARTICLE III

Nonprofit Status

The Club is not for profit and no part of its assets are to be used for the personal benefit of any of its members.

ARTICLE IV

Membership

Section 1. Membership Eligibility and Admission. Any person interested in woodworking may become a member of the Club. No person shall be denied membership on any basis, including, but not limited to, race, color, religion, gender or gender orientation, or knowledge of woodworking. Upon completion of an application and payment of dues, a person is granted all rights and privileges inherent as a member of the Club. There shall be no special classes of membership.

Section 2. Privacy Policy. Neither the Club nor any member shall release membership lists, member names, or contact information to any third party. The Club assumes member consent for use of names and/or photos in publications intended primarily for members (e.g., the newsletter, membership book, website, and social media). The club shall not use the name or photo of any member who submits a written request to that effect to the Secretary.

Section 3. Membership Period. The membership period is the calendar year, from January 1 through December 31 and the annual dues will be determined by the Board of Directors (hereafter called the Board). For those joining after January 1, dues shall be prorated in a manner stipulated by the Board. Dues are not refundable.

Section 4. Termination for Dues Nonpayment. Membership shall be terminated if dues for the year are not paid by March 31.

Section 5. Termination for Cause. A member may be terminated for just cause upon petition to the Board by at least three members and concurrence of two-thirds of the Board.

The member facing termination shall be given at least fifteen days written notice of the effective date of the termination and the reasons therefore.

Any member facing termination may respond orally or in writing to a member of the Board not less than five days before the effective date of the termination. The Board is authorized to decide that the termination shall not take place.

Section 6. Resignation. A member may resign before their membership would normally expire by providing notice to the Secretary of the Club. Resignation becomes effective upon receipt by the Secretary.

ARTICLE V

Officers and Members-at-Large

Section 1. Elected Officers.

There will be four (4) elected officers: President, Vice-President, Secretary and Treasurer.

Section 2. Eligibility.

Any member in good standing is eligible to hold office.

Section 3. Term of Office.

Elected officers shall hold office for one year beginning on January 1 or until successors are elected. Officers are eligible for consecutive terms in the same office.

Section 4. Removal from Office.

Officers may be removed from office by a vote of no confidence by 2/3 the Board.

Section 5. Vacancy in Office.

Should a vacancy occur, the Board shall appoint a replacement for the remainder of the year.

Section 6. Duties.

The duties of the officers are as follows:

President. The President shall provide leadership to the Club and preside at all meetings of the Club and the Board;

- Upon approval of the Board, sign all contracts and financial obligations of the Club.
- Shall be responsible for ensuring the timely filing of State and Federal documents pertaining to non-profit status.

- Represent the Club at meetings with other organizations and/or events unless special representatives are elected or appointed for such purpose;
- Report to the Board and the Club members at Annual and Regular meetings, on activities performed in the name of the Club;
- Generally supervise and keep informed and involved with all activities of the Club.
- Perform other duties as directed by the Board.

Vice-President. The Vice President shall act for, and in place of, the President in the absence or incapacity of the President.

- Assist other officers in the performance of their duties as needed.
- The Vice-President will serve as parliamentarian and carry out duties as assigned by the President.

Secretary. The Secretary shall keep a record of

- minutes of the meetings of the Board
 - minutes of membership meetings
 - actions taken by members or directors without a meeting
 - actions taken by committees of the Board
- Shall be responsible for the timely filing of State and Federal documents required by non-profit corporations.
 - Will handle all normal incoming and outgoing Club correspondence
 - Act as custodian of all Club records including Club procedures and obligations with the exception of financial records. This includes the Articles of Incorporation, Bylaws, and any amendments; copies of forms filed with State or Federal governments.
 - Act as the Editor of the monthly newsletter.
 - Perform other duties as assigned by the President.

Treasurer. The Treasurer shall supervise the financial affairs of the Club and perform other duties as assigned by the President.

- Act as custodian of all Club financial records and provide the Club Secretary with financial data required by State and Federal filings.
- Shall report on the financial condition of the Club at Annual and Regular meetings.

Section 7. Members-at-Large

An incoming President shall appoint one Member-at-Large in January. The Member-at-Large shall serve on the Board for 1 term. The duties of the members-at large shall be to represent the club as a whole at Board meetings.

ARTICLE VI

Board of Directors

Section 1. Composition

The Board shall consist of the President, Vice-President, Secretary, Treasurer, at-large members and all chairpersons of standing committees.

Section 2. Duties.

The duties of the Board are to serve as the governing body of the Club, determine and supervise the implementation of Club policies, programs and practices. The duties also include insuring that sound administrative and financial procedures are followed.

Section 3. Regular Meetings.

The Board shall hold Annual meetings at a time and place mutually agreed upon.

Section 4. Special Meetings.

Special meetings may be called by: the Board, by written request by a member and approval of three members of the Board, or by demand of at least 10% of the membership (as of close of business on the 30th day before delivery) in written form describing the purpose or purposes for which it is to be held. At least 48 hours notice shall be given. The business transacted at any special meeting shall be limited to that in the notice of the meeting

Notice of special meetings demanded by membership petition shall be given within thirty days of delivery of the demands to an officer of the club. Special meetings will be held at the place where regular meetings are held.

Section 5. Quorum.

A quorum of 50 percent of the Board members is established unless otherwise specified.

ARTICLE VII

Committees

Section 1. Standing Committees.

The Club standing committees shall consist of those committees established by the Board. Committee chairpersons shall be appointed by the President with confirmation by the Board. Committee chairpersons will serve at the pleasure of the President and Board.

Section 2. Duties.

The committees shall perform the duties as set forth by the Board.

Section 3. Temporary Committees.

Temporary committees may be established as necessary by the President.

ARTICLE VIII

Meetings of the Membership

Section 1. Annual Meetings. The Annual Meeting of the club shall be held on the Second Wednesday of the month of November at a place announced. Elections of officers shall be held. An annual report on the activities of the club shall be given by the president. The treasurer shall give the annual financial report. Other Club business as included in the notice of the meeting will be conducted.

Section 2. Regular Meetings. Regular meetings of the membership shall be held monthly on the Second Wednesday of the month at a place announced. These meetings will normally not be held in months when other Club events are taking place, (i.e., annual picnic and Holiday gathering)

Section 3. Special Meetings. Special meetings (of the membership) may be called by: the Board, by written request by a member and approval of three members of the Board, or by demand of at least 10% of the membership (as of close of business on the 30th day before delivery) in written form describing the purpose or purposes for which it is to be held. Notice of special meetings demanded by membership petition shall be given within thirty days of delivery of the demands to an officer of the club. Special meetings will be held at the place where regular meetings are held. Only matters within the purpose of the meeting notice may be conducted at special meetings.

Section 4. Quorum Requirements

- Board Meetings. A quorum of fifty (50) percent of the board members is established.
- Membership Meetings. A quorum of ten (10) percent is established. Unless one third (1/3) or more of the membership is present, the only matters that may be voted upon at an Annual or Regular meeting of members are those matters described in the meeting notice.

ARTICLE IX

Newsletter and Internet Services

Section 1. The Club will publish a newsletter to be distributed electronically to the membership and to other individuals and groups as may be deemed appropriate. At a minimum the newsletter will contain announcements of upcoming meetings, events and the minutes of the past meeting. It will be published monthly before each regular meeting. The Secretary will serve as the editor.

Section 2. The Club shall maintain a web site. At a minimum the web site will contain a calendar of events, news, educational classes, newsletters, photo gallery and resources. The Webmaster will be appointed by the President and approved by the Board.

Section 3. The club's primary method of communication will be via email, a limited amount of "hard copies" of newsletters and club rosters will be available at meetings.

Section 4. Members other than Officers wishing to send email messages or announcements to the membership as a whole must submit the message to the President or any Officer for approval and dissemination by the Board.

ARTICLE X

Nominations and Elections

Section 1. Nominating Committee

The Board shall appoint a nominating committee consisting of two to three members. Such appointment shall be made in a timely manner so as to permit the nominating committee to function and provide candidates for election. Nominees will be announced to the membership at the October meeting and Newsletter.

Section 2. Election

The election for the offices of President, Vice-President, Secretary, and Treasurer and shall take place at the November Annual membership meeting. If there are multiple nominees for one or more offices, all officers shall be elected by secret ballot. If no office has multiple nominees, election shall be by voice. A simple majority of the members present is required to elect.

Section 3. Voting Rights. There shall be no special classes of membership. Each member is entitled to one (1) vote on each matter voted by the members.

Section 4. Proxy Votes. Members may NOT designate proxies for voting on any matter requiring member action.

ARTICLE XI

Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these Bylaws.

ARTICLE XII

Liability

Ada County Woodworkers Association Inc. is not liable for any accidents that might occur at any of the Club activities

ARTICLE XIII

Indemnification

Unless otherwise prohibited by law, the Club shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her

own gross negligence in the performance of a duty to the Club.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Club may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

ARTICLE XIV

Compensation

The Club shall not provide compensation or benefits to directors, officers, or members beyond payment of reasonable expenses as approved by vote of the membership.

ARTICLE XV

Inspection of Records

Members or their agent or attorney are entitled to inspect the records of the Club by contacting the Treasurer for financial records or the Secretary for all other records. (see duties of the officers for records retained) The Board will determine if the member's request is reasonable as defined in the Idaho Nonprofit Corporation Act. The Club may charge reasonable copying fees if hard copies are requested.

ARTICLE XVI

Notice

Notice may be oral or written, may be communicated in person, by telephone or voice mail, email, USPS mail, or private courier. Written Notice may be electronically transmitted (email).

ARTICLE XVII

Amendments

Proposed amendments or changes to these Bylaws must be announced to all members at least two weeks in advance. Proposed amendment or changes will be voted on at the Annual meeting and must pass by at least two thirds (2/3) vote of the members present provided the quorum requirements of Article XVII are met.

ARTICLE XVIII

Dissolution

Upon the dissolution of the Club, the Board shall, after paying or making provisions for the payment of all of the liabilities of the Club, dispose of all the assets of the Club to a nonprofit organization or organizations, preferably a woodworker's organization.