

Bylaws of the Segmented Woodturners Corporation

ARTICLE 1 - NAME and OFFICES

The name of this non-profit corporation shall be Segmented Woodturners Corporation. The official acronym shall be "SWT" and hereafter referred to as the "Association."

The Association is an Ohio based corporation. As an internet based organization, the address of any of the current Directors can be used for Association purposes.

The Association's website is www.segmentedwoodturners.org.

ARTICLE 2 – RELATION OF ASSOCIATION TO THE CORPORATE ORGANIZATION

All Directors of the Association agree to be members in good standing of the American Association of Woodturners, Inc. (AAW). AAW membership will be encouraged, but will not be a requirement for General Membership.

While it is understood that the AAW will provide advice and counsel as requested, the Association recognizes that the nature and extent of its activities is left to its discretion. Demonstrations, while part of the Association activities, are to be conducted solely at the discretion of the Board. All safety instructions are to be under the Association Directors' explicit direction and control.

ARTICLE 3 - PURPOSE

The Association's purpose is to foster a wider understanding and appreciation of segmented woodturning as a traditional and contemporary craft and form of art among the general public, hobbyist turners, part-time turners, and professional turners. This purpose will be accomplished by providing education, information, organization, technical assistance, and publications relating to segmented woodturning.

More specifically, we offer such services as:

- Annual meetings at which information is exchanged among members.
- Demonstrations conducted by experts in segmented woodturning techniques, safety, and equipment.
- Publication of an electronic newsletter.
- A website which includes a forum where members can ask questions and share information about segmented woodturning and share tutorials to assist members.
- A gallery where members can display their work to demonstrate skills and request critiques.

Further, the Association is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

No part of the net assets of the Association shall inure to the benefit of, or be distributable to its members, trustees, Directors, or other private persons, except that the Association shall be authorized and empowered to reimburse all reasonable costs incurred by Association members for approved out-of-pocket costs and services rendered in response an approved budget or a request by a Director. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 4 – MEMBERSHIP and FEES

The Association shall have the following two classes of membership:

1. General Membership is open to all persons with an interest in segmented woodturning. Individuals shall be admitted to and maintained as General Members upon completing the following:
 - An application for membership in which they agree to uphold the purposes of the Association.
 - Payment of the annual membership dues.
2. Lifetime Membership may be awarded to an individual by unanimous vote of the Board of Directors. Lifetime Members shall be exempt from payment of all annual dues and shall be entitled to all the privileges of General Members, except the right to hold office.

Failure to stay current with dues owed will result in automatic revocation of membership 90 days after the due date. The Board may also vote to revoke the membership of any individual who does not abide by the website's Terms and Conditions. The Board will notify the member of the decision and reasons for revocation. The member may appeal the revocation to the Board within 30 days. After the Board's review of the appeal, the Board's decision will be final.

Annual membership fees will be set by a majority vote of the Board. Payment of the annual membership dues shall cover a twelve month period starting July 1 of each year.

ARTICLE 5 - MEMBER PRIVACY

The Association shall maintain a membership database as is necessary to support the Association's activities. This membership data is the sole property of the Association and is to be used only to support Association business which could include interactions with the AAW. Data about individual members shall not be revealed outside the Association without that member's written consent.

ARTICLE 6 – ANNUAL GENERAL MEMBERSHIP MEETINGS

The Annual Meeting of the Association will be held at the AAW Symposium. Other special meetings may be held in conjunction with any scheduled Association symposiums.

ARTICLE 7 - VOTING PROCESS AND QUORUM

All membership voting will occur electronically using the Association's forum or other electronic methods. The Board will notify the membership that a vote will occur no less than 10 days from the date of the notice. Completion of the voting period will end no less than 14 days from the announced date of the start of voting. A quorum for voting purposes is defined as those members that respond to the request for vote during the voting period.

ARTICLE 8 - BOARD OF DIRECTORS

The Association shall have a minimum of five and a maximum of seven members on the Board of Directors; individually referred to as “Directors” and collectively referred to as the “Board”. If at any time the Board has an even number of members, The President’s vote will take precedence and break a tie. The Board consists of the following positions: President, Vice President, Secretary, Treasurer, and Members at Large. The Board shall be empowered to conduct the business affairs of the Association including but not limited to the power to:

- Establish fees, including annual membership dues.
- Establish the calendar of Association events.
- Adopt policies.
- Approve contracts.
- Appoint Directors to complete terms when a mid-term vacancy occurs.
- Set meeting times and places.
- Establish and revise the Association’s mission statement.
- Generate an annual business plan.
- Create an annual budget that supports the annual business plan.
- Establish standing and ad hoc committees.

The Board will conduct meetings as needed to achieve the goals of the Association. These meetings can be held in person, via conference call, or by other electronic methods.

Annually the Board will create an operating budget that will cover the Association’s upcoming fiscal year beginning on July 1. The Board will approve the budget each year prior to July 1.

Individual Board position duties are outlined below:

President: The President shall be the principal Director of the Association. The President’s duties include:

- Supervise and control all of the business and affairs of the Association.
- Sign all association contracts.
- Conduct Association meetings.
- Conduct Board meetings.
- Oversee the organization of segmented symposiums.

Vice President: In the absence of the President, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President.

Secretary: The Secretary shall keep the minutes of the Associations’ meetings in one or more electronic records provided for that purpose and see that all notices are duly given in accordance with the provisions of these Bylaws. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties that from time to time may be assigned by the President.

Treasurer: The Treasurer shall collect all membership fees and all other monies belonging to the Association. The Treasurer will be responsible for keeping current and accurate records of all monies that flow through the Association, develop the annual budget, and provide monthly and annual reports. The

Treasurer will also ensure that all Directors are current members of the AAW. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties that from time to time may be assigned by the President.

Members at Large: Such Directors shall perform duties as assigned by the President.

The powers of the Board shall be subject to the provisions of an Ohio Corporation, the Association Articles of Incorporation, and these Bylaws.

Board members shall be elected to 2 year terms by a vote of the General Membership in the 4th quarter of each year. A Board member is elected with a simple majority vote of all members. If there is only one person to fill an open Board position, a General Membership vote is not required. The current Board can vote to declare that nominee elected. All Directors shall serve terms of two years beginning on January 1. There are no term limits. A Board member can serve as many 2 year terms as they desire if re-elected by the General Membership.

Individuals are elected to be on the Board. The specific Board positions as outlined above are determined by a vote of the Directors at a Board meeting which will be scheduled before January 15 of each year.

No compensation shall be paid to Directors. Director expenses directly attributable to performing the duties of the Director will be reimbursable. Reimbursable expenses not part of the Board approved budget require pre-approval by majority vote of the Board. Any Director expenses that support the annual budget do not require individual approval.

Whenever a vacancy occurs on the Board of Directors, that vacancy may be filled without undue delay by majority vote of the remaining Board members. The appointed Director shall begin service immediately and hold office for the unexpired term of the predecessor.

A Director can be recalled from office without cause by a unanimous vote from the unaffected Board members.

Alternately, a Director may be recalled by a 2/3 majority of the General Membership. A request to recall a Director from office must be submitted to the Board by five General Members. A Director who is not subject to the recall request will preside over the process. The recall request shall be disseminated to the membership via the Association's website, email or other electronic methods. After a 15 day discussion period, the presiding Director shall call for a motion and second in support of the recall motion. If the motion fails to receive a second, it will be dropped from consideration. If the motion and second are received, the recall notice shall be posted on the Association's website. A voting period of 15 days will follow. The Board shall promptly notify the General Membership of the voting results.

ARTICLE 9 – MEMBER REQUESTS TO THE BOARD

Any member of the Association may offer a proposal for consideration by the Board. Proposals shall be submitted to the President. The President shall either refer the proposal to a committee for consideration and recommendation or place it on the agenda of the next scheduled Board Meeting.

ARTICLE 10 – ESTABLISHMENT AND OPERATION OF COMMITTEES

The Board may establish standing or ad hoc committees it deems necessary. Each committee will serve at the pleasure of the Board and will follow a Board approved charter. All committees must include one Director who will serve as liaison to the Board. The President, in consultation with the Directors, shall appoint committee chairs.

ARTICLE 11 – AMERICAN ASSOCIATION OF WOODTURNERS FISCAL AND LEGAL DISCLAIMERS

The American Association of Woodturners, Inc. (AAW), specifically disassociates itself from any debts, obligations or encumbrances of the Association. The Corporate Board of Directors of the AAW is not responsible for the debts, nor shall it share in the assets of the Association. The AAW does not shoulder any legal liability for accidents that occur during events of any kind, sponsored or not sponsored by the Association. The Association specifically disassociates itself from any debts, obligations or encumbrances of the AAW. The Board of Directors of the Association is not responsible for the debts nor shall it share in the assets of the AAW. The Association does not shoulder any legal liability for accidents that occur during events of any kind.

ARTICLE 12 – AMENDMENTS

These Bylaws may be altered, amended, or repealed and adopted by a majority vote of the General Membership. A copy of these Bylaws shall be posted on the Association website. Copies of all modifications to these bylaws will be filed with the national office of the AAW.

ARTICLE 13 - DISSOLUTION

By two-thirds vote of members following the Association's voting procedure, the Association may be dissolved. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an order of the proper court, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall the assets of the Association be distributed to or inured to the benefit of any individual member.

Article 14 – AMENDMENT HISTORY

1. The initial Bylaws of the SWT were adopted on June 26, 2009.
2. Bylaw changes were reviewed and approved by the Board for submission to the general membership for adoption on June 12, 2017. The membership approved the changes on August 4, 2017.