

**ATTACHMENTS TO FORM 1023
FINGER LAKES WOODTURNERS ASSOCIATION, INC.
EIN: 27-0921554**

BYLAWS OF FINGER LAKES WOODTURNERS ASSOCIATION, INC.

Revision: May 20, 2019

Article 1 – Name of the Corporation

The name of our Corporation shall be: Finger Lakes Woodturners Association, Inc.

Article 2 – Purpose

The Corporation has been formed: to foster and encourage the appreciation, knowledge and preservation of the art and craft of woodturning by disseminating information and knowledge to its members and the public about woodturning skills and techniques with demonstrations, lectures, presentations, seminars, exhibits, written materials and other means.

Article 3 – Affiliations of the Organization

The Corporation is a chapter, in good standing, of the American Association of Woodturners (AAW).

Article 4 – Members

Section A. Classes of Members:

The Corporation will have two classes of members, Class A and Class B, each of which has separate eligibility requirements and voting privileges. They are as follows:

Class A:

Voting Rights:

Each Class A member has the right to one vote on all matters to which a member of the Corporation is entitled to vote; provided the member is in good standing.

Eligibility:

Anyone who is 18 years or older, interested in woodturning, who supports the objectives and goals of the organization is eligible for Class A membership.

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Class B:

Voting Rights:

Class B members have no voting privileges.

Eligibility:

Any individual, who is less than 18 years of age is eligible for Class Tier B membership with the approval of a legal guardian.

It is recommended but not required that a member be a paid member of the AAW.

Section B. Term of membership

The term of membership shall be for one year beginning on September 1 and ending on August 31.

Section C. Annual Dues:

Unless waived by a resolution of the Board of Directors, a member shall pay the annual dues assessed (fixed or decided upon) by the Corporation for the current fiscal year for the class of which the person is a member. The annual membership dues shall be established and changed by resolution of the Board of Directors from time to time. Membership dues may be assessed on a pro rata basis for a member who joins after the beginning of the fiscal year.

Section D. Membership Certificates:

The Board of Directors may issue certificates, cards or some other item that evidences membership in the Corporation, upon payment of the current annual dues in full. A member may not transfer the membership to any other person.

Section E. Termination of Membership:

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At the end of the fiscal year, a membership shall end, unless a member renews the membership with the payment of dues at the rate established for the following fiscal year. Any member may resign by delivering a written resignation with the Secretary of the Corporation, no dues or portion thereof will be refunded and voting rights will be terminated. The resignation is effective upon receipt by the Secretary.

Membership may also be terminated for cause by the Board of Directors by a majority vote of those present at any duly called meeting of the Board of Directors.

When a membership is terminated, no dues or portion thereof will be refunded and voting rights will be terminated.

Section F. Meetings of Members:

Meetings of the membership shall be held regularly as determined by the Board of Directors.

Notice of meetings at which members are permitted to take any action shall be delivered by mail, electronic or paper copy, not less than five (5) nor more than thirty (30) days before such date. The notice shall state the place, date and hour of the meeting, who is calling the meeting and state the purpose of the meeting. One-quarter (1/4) of the entire membership of the Corporation shall constitute a quorum for the transaction of business. If, at a meeting of the members a quorum is present (including those present by proxy; see Section I below), the members may act by vote of a majority of those present.

The meetings are meant to be fun and informal; meetings shall be conducted according to the Robert's Rules of Order by the President, the designated presiding officer, or other member as appointed by a director.

Section G. Annual Meeting:

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The Annual Meeting, open to all members, shall be held during a normal monthly meeting time, usually in the month of September. The purpose of the Annual Meeting shall be to receive the annual financial report and to present the budget for the forthcoming fiscal year.

Section H. Annual Report:

The President and Treasurer shall present to the membership at the Annual Meeting the following:

- (1) The assets and liabilities of the Corporation, as of the end of the last fiscal year;
- (2) The principal changes in assets and liabilities during said fiscal period;
- (3) The revenue or receipts of the corporation during said fiscal period;
- (4) The expenses or disbursements of the corporation, during said fiscal period.
- (5) A report showing a proposed program, budget and expenditures for the upcoming year.

A copy of this Annual Report shall be kept with the Corporation's records.

Section I. Proxies:

Every member entitled to vote on elections of Directors or other matters associated with the Corporation may authorize the Secretary of the Corporation to act for him/her by proxy. The proxy must be in writing, signed by the member, and delivered to the Secretary 3-days in advance of the meeting. The Secretary will verify the member is in good standing with the Corporation by inspecting the member's card or certificate or receiving proof from the Treasurer that the annual dues payment are current.

Section J. Member in Good Standing:

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A member in good standing is a member whose membership dues are current, has not resigned their membership, and, whose membership has not been terminated by the Board of Directors.

Article 5 -- Board of Directors

Section A. Duties:

The Board of Directors shall have the responsibility of planning and coordinating all meetings, demonstrations, events and speakers. To facilitate this, the Board of Directors shall have the right to allocate funds from the Corporation for the purposes of carrying out these operations.

The Board of Directors also has the right to vote on discretionary spending up to \$500.00 of the Corporation's money on items such as equipment, club projects, gift certificates, materials, etc. Any expenditure of more than \$500.00 shall require approval by a quorum of the voting members. Any funds donated to the club, for a *specific purpose* can be used for that purpose without membership approval. If these donated funds cannot be used for the intended purpose then they will be returned to the donor unless otherwise directed.

The Board of Directors shall also be responsible for taking any disciplinary actions, as necessary.

Section B. Number, Appointment and Term of Office:

The Board of Directors will manage the Corporation. The Board will consist of 4 Officers: President, Vice-President, Secretary, Treasurer and at least 1 additional voting Director. The specific number of Directors in any year shall be determined from time to time by a resolution of the Board. Any additional voting Directors

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(above and beyond the four Board Officers) shall be appointed by the Board as necessary.

The term of office for Officers and Directors shall be two (2) years. To the extent possible the terms of office shall be staggered.

(members of the Board of Directors will be referred to as the Board hereinafter)

Section C. Organization:

At each meeting of the Board of Directors, the President, or in the absence of the President, the Vice President or a chairman chosen by the majority of the Directors present shall preside. Board members shall have one vote and may give their proxy to any other Board member.

Section D. Resignation and Removal of Directors:

Any member of the Board may resign at any time by giving written notice to the President, or Secretary; the resignation shall take effect at the time the notice specifies. The Board of Directors, by a majority of those members then on the board, may remove any board member without cause.

Section E. Vacancies:

A vacancy on the Board of Directors shall be filled by the Board of Directors. The newly elected person shall serve out the term of the vacated position.

Section F. Quorum:

One-third of the entire Board or a minimum of three Board members, whichever is greater, shall constitute a quorum for the transaction of business.

Section G. Majority Vote:

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If at a meeting of the Board of Directors a quorum is present, then the Board may act by vote of a majority of those present except where these bylaws or any provision of the not-for-profit corporation shall require a higher vote.

Section H. Action Without Meeting:

Any action to be taken by the Board may be taken without a meeting if all board members entitled to vote on the matter consent to the action. Such consent shall be filed with the records of the Corporation at the next meeting of the Board of Directors.

Section I. Use of Telephone:

Any board member may participate in a meeting of the Board of Directors or a committee by means of a conference telephone or similar communications equipment allowing all persons participating in meeting to hear each other at the same time.

Section J. Election of Officers:

The membership shall elect the President, Vice President, Secretary and Treasurer once every 2 years. Solicitations for nominees to run for office shall be made during the month of October. An election of officers from those nominated shall take place during the normal monthly meeting in the month of November. Transition of duties to the winners of the election shall take place during the month of December and the new officers shall officially take office at the start of the month of January.

The election of the Director(s) shall be by the Board of Directors at the first board meeting following the installation of a new president elected by the membership.

Section K. Regular Meetings:

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Regular meetings of the Board of Directors shall be held no fewer than six times a year at such times and places as may be fixed from time to time by resolution of the Board of Directors.

Section L. Special Meetings:

Special meetings of the Board of Directors shall be held whenever called by the President, or by two other Directors. Notice shall be by mail, telephone or electronic means and shall state the purpose, time and place of the meeting.

Section M. Compensation:

Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Article 6 – Committees

The President and/or Board of Directors may create such standing committees, special committees and committees of the Corporation as it deems desirable. The members of committees of the Corporation shall be elected by the Board of Directors, may include persons who are not members of the Board, and shall be subject to the provisions of the Not-for-Profit Law applicable to officers. Special committees and committees of the Corporation shall have such authority as the Board shall by resolution provide.

Article 7 – Officers

Section A. Number:

The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, all of whom shall be elected by the members of the Corporation.

Section B. Term of Office and Qualifications:

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The above officers shall be nominated by committee or from the floor and elected by the members. The term of office of each officer shall be two (2) years. Each officer's term shall extend until the officer's successor is elected or appointed and qualified.

Section C. Removal of Officers:

Any officer may be removed by the vote of a majority of Directors then in office or the majority of the members of the corporation without cause at any time.

Section D. Vacancies:

A vacancy in any office shall be filled at any time by vote of the Board of Directors and the term shall last until the next regular election of officers of the Corporation.

Section E. President:

The President shall preside at meetings of the Board of Directors and shall supervise generally the affairs of the Corporation subject only to the supervision of the Board of Directors.

Section F. Vice President:

The Vice President shall undertake all those functions of the President, which the President is unable to undertake, or those, which the President requests that the Vice President undertake or that the Board of Directors assigns the Vice President to undertake.

Section G. Treasurer:

The Treasurer shall be responsible for developing and recommending to the Board of Directors policies for the care, custody, and disbursement of corporate funds, for maintenance of the Corporation's financial books and records and for all accounting

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matters. The Treasurer shall report the financial condition of the Corporation at regular meetings of the Board or whenever the Board may so require.

Section H. Secretary:

The Secretary shall be responsible for recommending to the Board of Directors policy for the care and custody of corporate records and for compliance with notification and record keeping requirements including the maintenance of meeting minutes.

Article 8 -- Fiscal Year

The fiscal year of the Corporation shall begin on September 1st of each calendar year and end on the following August 31st.

Article 9 -- Contracts, Checks, Books & Records

Section A. Contracts:

The President and Vice President shall have the authority to execute any contract or any other instrument specifically approved by the Board of Directors. In addition, the Board of Directors may authorize any officer or agent, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section B. Orders for Payment.:

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the

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Corporation shall be signed on behalf of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section C. Office, Books and Records:

The office of the Corporation shall be located in the County of Monroe, State of New York. These shall be kept with the respective officer: (1) correct and complete books and records of account; (2) minutes of the proceedings of the Board of Directors; (3) a current list of the Officers, the Director, and Advisors of the Corporation and their addresses; (4) a copy of the Certificate of Incorporation and (5) these bylaws.

Article 10 -- Interested Directors and Officers

Section A. Interested Directors and Officers:

Any director of the Corporation who is the director or officer of another organization or has a substantial financial interest in such other organization shall be "Interested" in or have an "Interest" in such other organization.

Any interested director or officer shall disclose such interest to the Board of Directors and decline from voting on and discussing any contract or transaction with respect to such other organization.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

Article 11 – Amendments

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These Bylaws may be amended or repealed by a majority of the Directors then in office at any duly called meeting of the Board of Directors. The bylaws can also be amended or repealed at any time by a majority vote of the members.

Article 12 – Indemnification

The members of the Board shall not be liable to the Corporation for any mistake of judgment, negligence, or otherwise, except they may be liable for their own individual willful misconduct or bad faith.

The Corporation shall indemnify a director or officer where New York law mandates indemnification by the Corporation (i.e. successful defense of civil or criminal action or proceeding).

The Corporation may indemnify a Director or officer to the full extent permitted by New York law provided the individual acted in good faith and reasonably believed she/he was acting in the best interests of the Corporation and reasonably believed that her/his conduct was not criminally unlawful.

The Corporation will not indemnify a Director or officer where it is prohibited by New York law (i.e. it is established by an adverse final adjudication that her/his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action or that he/she personally gained in fact a financial profit or other advantage to which he/she was not legally entitled).

The Corporation may indemnify by purchase of insurance its directors and officers as the Board may deem appropriate within the full extent permitted by the laws of the State of New York.

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Article 13 – Dissolution

The Board of Directors shall adopt a plan for dissolution and distribution of assets in accordance with the purposes of the Corporation and the requirements of the Certificate of Incorporation.

In the event of the dissolution, all remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to a tax-exempt not-for-profit corporation or such other organization as shall qualify under section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or to another organization to be used in such a manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this corporation was formed.

Adopted by Board of Directors

Date: ~~3/7/2012~~