

# **NORTHEASTERN OKLAHOMA WOODTURNERS ASSOCIATION BY-LAWS**

## **ARTICLE I--NAME AND OFFICE**

1. The name of the non-profit corporation shall be Northeastern Oklahoma Woodturners Association as set forth in its Articles of Incorporation filed with the Secretary of State of the State of Oklahoma. Throughout this constitution it may be referred to as the "Association". The official acronym shall be "NEOWTA".
2. The Association shall have and continuously maintain in the State of Oklahoma a registered office and a registered agent, whose office is identical with such registered office, as required by the State of Oklahoma.

## **ARTICLE II--PURPOSES**

1. The Association's purpose is to foster a wider understanding and appreciation for woodturning as a craft and as an art form. The association intends to offer such services as a website, introductory classes, video programs, library, seminars, clinics, shows and exhibits.
2. The association will not undertake any action which will jeopardize its recognition as a Section 501(c)(3) of the Internal Revenue Code organization.

## **ARTICLE III--MEMBERS**

### **1. Membership**

- i. Any person interested in woodturning, whether amateur or professional, may become a member of the Association, accompanied by payment of one year's dues.
- ii. Any firm or corporation may become a member by the means provided by the Association, accompanied by payment of one year's dues.
- iii. Any person may be voted an Honorary Lifetime Membership of the Association, by the Board of Directors of the Association. Honorary Members shall not be obligated to pay dues.

### **2. Benefits of Members**

It is the intention of this Association to offer its membership:

- i. For Woodturners of all levels, technical information about wood and woodturning tools, machinery, safety tips, and a way to establishing and maintaining communication among others with similar interests by means of a monthly meeting.
- ii. The opportunity to participate in seminars and clinics sponsored by the Association. Also, for Woodturners of all levels, the Association intends to offer its membership, seminars and clinics

provided by national and internationally recognized Woodturners at least three times a year, as schedule permits.

- iii. For galleries and other dealers in lathe-turned objects, a vehicle for notifying turners and the interested public, in its about sponsored shows or seminars featuring such works. Corporate Members shall be provided a free link on the website and access to the Association Bulletin Board.
- iv. For retail sellers of wood, tools, machinery, finishes and other supplies, highly focused access to those who purchase such goods and services.
- v. All Members in good standing shall have the right to vote at Association Elections of Officers and Directors. There shall be no voting by proxy.
- vi. Any member of the Association may offer a proposal for consideration by the Board. The proposal should be submitted to the President, prior to the monthly Board meeting, for committee consideration or be placed on the agenda of the next scheduled meeting of the Board. The President will consider proposals submitted during the New Business portion of the meeting, as time permits, or place the proposal on the agenda of the next regular Board meeting.

**3. Transfer of Membership.** Membership in the Association is not transferable or assignable.

## **ARTICLE IV--MEETINGS**

### **1. Regular Meetings.**

- i. Regular meetings of the membership shall be held monthly on a schedule determined by the Board of Directors and posted on the Website.
- ii. Regular meetings of the Board shall be scheduled to be held at such times and places as the President, in consultation with the Board, shall determine. Notice of Board meetings shall be provided to the Board and membership (7) seven days prior to the meeting.

### **2. Special Meetings**

Special meetings of the membership or the Board may be called by 1/3 of the members of the Board at any time provided that (7) seven days notice and an agenda are provided to either the membership of the Board as appropriate.

### **3. Emergency Meetings**

Emergency meetings of the Board may be called by phone by the President in situations where quick action is required for reasons deemed appropriate by the President.

### **4. Committee meetings**

Committee meetings will be called by committee chairs by giving notice to all committee members.

## **5. Quorum**

- i. A quorum for Committee and Board meetings is one half of the Committee or Board membership plus 1.
- ii. A quorum for the membership meetings shall be 40% of the membership.
- iii. The presiding officer shall determine the presence of a quorum prior to calling the meeting to order.

## **6. Records of Meetings**

- i. Attendance and minutes of actions of all membership and Board meetings shall be taken by the secretary.
- ii. Committee chairs shall record the committee actions (minutes) and recommendations.

# **ARTICLE V--BOARD OF DIRECTORS**

## **1. General Powers**

- i. The affairs, activities and concerns of the Association shall be vested in a Board of Directors, individually referred to herein as "Director" and collectively referred to herein as the "Board". The Board shall be charged with the responsibility of the operation of the Association and the prudent conduct of its business consistent with these bylaws and the laws of the State of Oklahoma.
- ii. Directors shall have a general knowledge of the bylaws of the Association and assure that they are adhered to in all Board Transactions.
- iii. Directors shall act on behalf of the membership in all aspects of their duties.

## **2. Number**

The Board of Directors will consist of nine (9) persons, the four elected officers, the immediate past president and four elected at-large members of which two are elected on alternating years.

## **3. Tenure**

All officers shall serve for a period of one year, commencing January 1 of the year following their election. All Directors shall serve for a period of two years, commencing January 1 of the year following their election. Current officers and Directors shall serve through the end of the fiscal year in which they began their term. Directors may serve no more than two successive terms but may be reelected following a one year absence from the Board. Except for the President, who can serve no more than two terms, all officers can be reelected.

#### **4. Board Vacancies**

Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, that vacancy shall be filled without undue delay by a majority vote of the remaining Board at a Regular Board Meeting or at a Special Board Meeting called for that purpose. A Director appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor.

#### **5. Removal of Directors**

A majority vote at any regular or special meeting of the Board of Directors shall be required to submit the removal of any officer or Director to the membership. Notice shall be provided to all directors that the removal of an officer or Director will be on the agenda of the meeting. A majority vote of the membership at a subsequent regular meeting shall be required to remove such officer or Director. Notice shall be provided to all members that the removal of a Director will be on the agenda of the meeting.

#### **6. Resignation**

A Director may resign at any time by giving written notice to the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the President or Secretary of such notice. Acceptance of the resignation shall not be necessary to make it effective. A Director will be deemed to have resigned if he or she misses three consecutive Board Meetings without a valid excuse. The validity of excuse will be determined by the other members of the Board.

#### **7. Compensation**

No compensation shall be paid to Directors of the Board for their services. Director's expenses directly attributable to performing the duties of the Director will be reimbursable. No reimbursement for travel expenses will be provided to Directors for regular Board meetings.

### **ARTICLE VI--OFFICERS**

1. The officers of the Association shall be: President, Vice President, Secretary, and Treasurer. From time to time the Board may add to the duties of the officers listed below.

#### **2. President**

The President shall preside at all meetings of the membership and Board of Directors. The President shall be the principal executive officer and shall be responsible to the Board of Directors for the general supervision of the affairs of the Association. The President shall be ex-officio a member of all standing and special committees. The President shall not serve more than two consecutive years.

### **3. Vice President**

The Vice President shall in the absence, resignation, incapacity, or removal of the President, assume the duties of the President.

### **4. Secretary**

The Secretary shall keep the minutes of all proceedings and attendance of the Board of Directors and meetings of the membership, and make a proper record of the same, which shall be attested by the Secretary. The Secretary shall maintain an archive of minutes and Association membership lists as well as be the custodian of the bylaws. In the event of absence of the Secretary from any Association meeting requiring minutes, an interim Secretary shall be appointed by the chair prior to proceeding with the meeting. The Secretary shall issue Notice of all meetings of the Members and of the Board of Directors.

### **5. Treasurer**

The Treasurer shall have custody of the funds and securities of the Association, which may come into Treasurer's hands, and shall do with the same as may be ordered by the Board of Directors. When necessary or proper, Treasurer may endorse on behalf of the Association for collection, checks, notes and other obligations. Treasurer shall deposit the funds of the Association to its credit in such banks and depositories as are necessary, from time to time. Treasurer shall submit an annual report to the members. Treasurer shall keep the books of the Association, full and accurate accounts of all monies received and paid by Treasurer for the Association. The Treasurer shall keep a list of current paid members including their names, address phone numbers and e-mail addresses. The Treasurer shall also maintain a file of important correspondence relating to tax and other matters and shall complete all of the required local, state and federal tax filings. The Treasurer shall be a member of the Finance Committee and assist in the development of the annual budget. The Treasurer shall, from time to time, furnish to the Board of Directors the current status of the budget and other financial reports.

## **ARTICLE VII--ELECTION OF OFFICERS AND DIRECTORS**

1. The Nominating Committees shall present a slate of officers, directors and members of the subsequent year's nominating committee to the Membership at the October meeting. Each candidate shall be a member in good standing in the Association and the American Association of Woodturners (AAW) and willing to serve in the position for which they are nominated.

2. Following the presentation to the Association of the slate at the October meeting, the Nominating Committee shall accept nominations for Officers and Directors and subsequent year's nominating committee from the floor. Candidates nominated from the floor must have indicated a willingness to serve in the position for which they are nominated. The final slate of Officers, Directors for and subsequent year's nominating committee election, will be posted on the Association website prior to the election.

3. Election of officers and Directors shall take place at the November meeting of the Association. Voting shall be done by secret ballot. Officers and Directors shall take office at the beginning of the fiscal year, January 1.
4. The three (3) member Nominating Committee for the subsequent year will be elected by secret ballot by the membership from the slate of five (5) candidates provided by current year Nominating Committee.

## **ARTICLE VIII--COMMITTIES**

1. The President appoints all committees except the Nominating Committee and their chairs subject to approval of the Board.
2. Each committee shall serve for one until the end of the fiscal year or until their assigned task is complete.
3. The committee chairperson is responsible for preparing an agenda for each meeting and preparing reports to the Board.
4. All committees report to the Board.
5. The President is *ex-officio* a member of all committees.
6. Standing committees and their duties: (The Board may add or delete duties to the committee's responsibilities from time to time.)
  - i. Nominating Committee: The Nominating Committee shall be elected by the membership the year previous to assuming its duties. The Nominating Committee shall provide a slate of Officers and two Directors. The nominating committee will also provide a slate of (5) five members who would be willing to serve on a Nominating Committee of (3) members who will be elected by the membership.
  - ii. Programs Committee. Responsible for arranging for monthly demonstrators and selection of and contracting for clinic demonstrators.
  - iii. Facilities Coordination Committee
    - a) Responsible for maintaining the schedule for the use of the Association facility by other Wood Art Associations and for other users including the Tulsa Garden Club consistent with the needs of the Association.
    - b) Responsible for opening and closing the facility and collecting rental fees when appropriate.
    - c) Responsible for assuring the cleanup of the facility by other users.
    - d) Responsible for liaison with and monthly reporting of facility activities to the Tulsa Parks Department and assurance that the Association is aware of any Tulsa Parks Department requirements with respect to the facility..
  - iv. Library Committee, Responsible for checking out and receiving all tapes, books and magazines owned by the Association.
  - v. Raffle Committee. Responsible for purchase of tool raffle items, bring-back raffle and distribution sale of raffle tickets and distribution of bring back tickets.
  - vi. Finance Committee, Responsible for preparation of the annual budget by the first Board meeting of the fiscal year. The budget will be based on input from each committee chair and the Board. The Treasurer shall be a member of this committee.
  - vii. House Committee, Responsible for set up, take down and clean up of the tables and chairs as required for each meeting.

- viii. Equipment Committee, Responsible for the cleanliness and maintenance of all Association Owned Equipment.
- 7. Special Committees: The President may appoint a chair, at any time, to form a committee and chair to address any subject for which there is no standing committee. Special committees shall serve until they make their final report to the Board.
- 8. Committee Vacancies: The various committee chairpersons with the consent of the President shall have the power to fill vacancies in their committees.
- 9. Web Master shall be appointed by the President and responsible for maintaining the Official Association Website.

### **ARTICLE IX--FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January in each year.

### **ARTICLE X--NOTICE**

Notice is the provision of information about the time, place, and purpose of a meeting of any entity of the Association. Notice to Directors and Members shall be in writing and may be delivered personally at any Regular or Special meeting, by mail, by facsimile, or by e-mail to the Directors or Members at their postal or e-mail addresses appearing on the current roster of the Association. Notice by mail shall be deemed to be given at the time it is deposited in the United States mail. Notice by facsimile or e-mail shall be deemed to be given when sent.

### **ARTICLE XI--AMENDMENTS**

The Bylaws of the association may be amended by a majority vote of the Directors at any Regular meeting or Special meeting called for that purpose, a copy of the proposed amendment(s) having been presented at the previous meeting of the membership. Notice shall be provided to members and Directors a minimum seven days prior to the meeting at which bylaws amendment(s) are to be considered.

### **ARTICLE XII-- ORDER**

The rules contained in the latest edition of Robert's Rules of Order, newly Revised shall govern the Association in all cases to which they are applicable and in which they are not in conflict with these Bylaws, or any special rules of order the Board may adopt, or the Articles of Incorporation of the Association.

**ARTICLE XIII --SPECIAL TRANSITION**  
**REQUIRED BY CHANGING BYLAWS**

**This article shall expire January 1, 2011 and until that time shall take precedence over Article VII, paragraph 3.** Because this bylaws revision changed the election of Officers and Directors cycle from July to July to January to January, the Officers and Directors elected in July 2009 shall serve until January 1, 2011 when the Officers and Directors elected in November 2010 shall begin their term of office.

Further, there will be a special election in 2009 to elect two additional Directors for a two year term. The two directors elected in July 2009 shall serve one term. In 2010 two Directors shall be elected (for the normal two year term) to fill the positions for the expiring one year term. At this special election for Director, a Nominating Committee of 3 members will be elected. A special Nominating Committee of three members will be appointed by the President to provide a slate for Directors and Nominating committee for this Special Election.

The above Revised and Amended Bylaws were approved and adopted effective (date) at a meeting of the Board of Directors held for such purpose, among others. A quorum of the board was present and a majority voted to approve these Amended Bylaws. Prior notice and presentation of the proposed Bylaws Amendments was provided to the membership at the (date) regular meeting of the membership.

_____	_____
Secretary	Date
_____	_____
President	Date