

NORTHEASTERN OKLAHOMA WOODTURNERS ASSOCIATION BY-LAWS

ARTICLE I. NAME AND OFFICE

~~Section 1.~~ [Remove the word section throughout the By-laws.] 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”.

~~Section 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

[Wording changed for clarification]

The Association’s purpose is to foster a wider understanding and appreciation for woodturning as a craft and as an art form. ~~These intentions will be accomplished by providing information, technical assistance and a website relating to woodturning. More specifically, we propose principally~~ The association intends to offer such services as a website, introductory classes, video programs, library, seminars, clinics, shows and exhibits.

~~In addition, the purposes and activities as set forth in the Articles of Incorporation of the Association are incorporated herein by reference. Further, the Association is organized exclusively for educational purposes within the meaning~~ The association will not undertake any action which will jeopardize its recognition as a Section 501(c) (3) of the Internal Revenue Code organization.

~~No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its Members, Directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of the 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 1986 and its Regulations as they now exist or as they may hereafter be amended, or (B) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.~~ [This is part of the IRS regulation for a 501(c) (3) organization and therefore redundant.]

ARTICLE III MEMBERS

[Paragraph order changed and wording changed for clarification.]

~~Section 1~~ **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. [This has been moved from Section 12 of the Article on committees]

Section 2 1. Membership [order of paragraphs changed]

- 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.
- ~~2.~~ ~~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.
- ~~3.~~ ~~ii.~~ Any firm or corporation may become a member by the means provided by the Association, accompanied by payment of one year's dues. ~~A schedule of annual fees shall be listed on the membership application.~~ (moved)
- iv. Membership dues and payment schedule shall be established and subject to change by the Board of Directors. A schedule of annual fees shall be listed on the membership application. If dues are not paid within two months of their due date membership shall be forfeited. [This is a new sentence.]

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

ARTICLE IV. MEETINGS

[This is a new article based on wording extracted from the existing bylaws. No new powers have been given to anyone. Responsibilities for recording the actions of the Board and Committees have been clarified. The Definition of a Quorum for a meeting of the members has been added (40% of the paid members.)]

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. *[This is a new sentence.]*
- 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. *[Not necessarily once a month.]*

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

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

ARTICLE IV ~~V~~ BOARD OF DIRECTORS

[Some wording changed to conform to Robert's Rules and clarify duties.]

Section 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.

Section 2. Number *[Added 2 directors at large and the immediate past president to the Board. This effectively gives the membership more ways to influence the Board if they so wish. Two directors are elected each year for two year terms.]*

The Board of Directors will consist of ~~six~~ nine (6 9) persons, the four elected officers, the immediate past president and ~~two~~ four elected at-large members of which two are elected on alternating years. ~~During meetings of the Board of Directors when the Board of Advisors (Article IX) is present, a seventh vote will be provided by the majority vote of the Board of Advisors. The majority vote by a Board of Advisors counts as one vote for the purpose of obtaining a quorum and in all matters voted on by the Board.~~

Section 3. Tenure *[The terms for officers and directors are now aligned to the fiscal year rather than being offset by six months.]*

All officers ~~and Directors~~ shall serve for a period of one year, commencing January 1 of the year following their election ~~at the July meeting~~. 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 ~~that meeting~~ 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.

Section 4. ~~Newly Created Board Positions~~

~~Should the Board of Directors elect to increase the Board's size, vacancies resulting there from must be filled through the standard election process; these new positions may not be filled summarily through Board appointment. [This is not necessary. The Board can only be changed by amending the bylaws.]~~

~~Section 5~~ **4. Unexpected 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. ~~The Board may elect to fill such a vacancy with a candidate from the most recent election.~~ A Director appointed to fill a vacancy shall begin service immediately and hold office for the unexpired term of the predecessor.

~~Section 6~~ **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.

~~Section 7~~ **6. Resignation [Added automatic resignation if Director misses three consecutive Board meetings without a valid excuse.]**

A Director may resign at any time by giving written notice to ~~the Board~~, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the ~~Board~~ 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.

~~Section 8.~~ **Quorum**

~~The Directors holding a majority of the vote, which may be cast by the full Board, shall constitute a quorum at any Board meeting. In the absence of the President and Vice President, the quorum present may choose a chairman for the meeting. If a quorum does not exist, a majority of the Directors present may adjourn the meeting. [Included in meetings.]~~

~~Section 9.~~ **Manner of Acting**

~~A vote representing a majority of the votes that may be cast by the full Board shall be the act of the Board. [Not needed.]~~

~~Section 10~~ **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 (MOVED *see below*)

~~Section 11.~~ ARTICLE VIII. COMMITTEES

1. The President ~~may designate~~ appoints ~~such~~ all committees ~~except the nominating committee~~ [This makes the bylaws consistent with the recommendations of Roberts rules. The nominating committee is elected.] and their chairs subject to approval of the Board. ~~as deemed necessary and appropriate.~~
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: [Amplified the duties of some committees and added others. The general objective is to distribute the work of the organization over a larger number of the members.] The Board may add or delete duties to the committee's responsibilities from time to time.
 - a. Nominating Committee: ~~The president shall appoint three (3) members of the Association in April of each year to serve as an Officers/At Large, Directors Nominating Committee~~ 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.
 - ~~2. Standing Committees: The Standing committees are;~~
 - b. Programs Committee. Responsible for arranging for monthly programs and selection of and contracting for clinic demonstrators.
 - c. Facilities Coordination Committee, Responsible for welcoming guests, meeting set up and care of club equipment.
 - i. 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.
 - ii. Responsible for opening and closing the facility and collecting rental fees when appropriate.
 - iii. Responsible for assuring the cleanup of the facility by other users.

- iv. 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..
 - d. Library Committee, Responsible for checking out and receiving all tapes, books and magazines owned by the Association.
 - ~~e.~~ Raffle Committee. Responsible for purchase of tool raffle items, ~~bring back raffle and distribution~~ sale of raffle tickets and distribution of bring back tickets.
 - f. 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.
 - g. House Committee, Responsible for set up, take down and clean up of the tables and chairs as required for each meeting.
 - h. Equipment Committee, Responsible for the cleanliness and maintenance of all Association Owned Equipment.
- 3 ~~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.
4. ~~Committee Quorum: The majority of any committee of the Association shall constitute a quorum. [Not needed see Article on meetings.]~~
- 5 ~~8.~~ Committee Vacancies: The various committee chairpersons with the consent of the President shall have the power to fill vacancies in their committees.
- ~~Committee Coordinators shall be solicited and appointed by the President and shall serve for a period of one calendar year. [Not necessary]~~
9. Web Master, shall be appointed by the President and responsible for maintaining the Official Association Website.

Section 12. Proposals from the General Membership

~~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. [\[This concept has been moved to the Benefits of membership Article II Section 2.\]](#)

Section 13. Duties of Directors [\[Eliminate this section and move content to Article V Board of Directors.\]](#)

The Board of Directors shall:

1. ~~The board shall hold regular Board Meetings on the first Tuesday of each month (except December). Notice of the meeting shall be posted on the Associations website and by other means available to the Board. See Article IV on Meetings~~
2. ~~Print and circulate documents and publish any other publications supporting the purposes and objectives of the Association.~~
3. ~~Communicate with other organizations interested in any aspect of woodturning.~~
4. ~~Devise and execute such other measures as it deems proper to promote the objectives of the Association and to best protect the interest and welfare of the Association and it's Members.~~
5. ~~Have a working knowledge and understanding of the By laws of the Association and carry out their duties in an ethical manner.~~
6. ~~A special Board meeting may be call when it deemed necessary by a majority of the Board of Directors. The Directors shall have the option of meeting by phone or other electronic device deemed appropriate in order to conduct a Special Board Meetings.~~

ARTICLE V VI: OFFICERS

1. The officers of the Association shall be: President, Vice President, Secretary, Treasurer.

[\[Combined Articles on Officers and Duties of Officers.\]](#)

ARTICLE VI. DUTIES OF OFFICERS

Section 1. President [\[Term limited the president and added that president is member of all committees and principal executive officer](#)

~~Section 2. 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. President shall exercise, subject to the control of the Board of Directors and the membership of the Association, general supervision over the~~

~~affairs of the Association, and shall perform generally all duties incident to the office and such other duties as may be assigned to President from time to time by the Board of Directors.~~

~~The President may, when deemed necessary, issue a call for a Special Board Meeting.~~

~~The President shall be empowered to act on behalf of the Board in the event of extreme emergencies that, because of time constraints, make it impractical to call a special Board meeting and shall report to the Board, the extent of such action and the reason for taking it, at the next regular Board meeting. [\[See Section on Emergency Meetings in Article IV.\]](#)~~

Section 2-3. Vice President

The Vice President shall [in the absence, resignation, incapacity, or removal of the President, assume the duties of the President.](#) ~~perform all duties of the President in his absence or during his inability to act, and shall have other and future powers, and shall perform such other and further duties as may be assigned to Vice President by the Board of Directors.~~

Section 3 4. Secretary [\[Added duty of keeping archive of Board Minutes.\]](#)

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. ~~Secretary shall keep such records as may be required by the Board of Directors, and shall generally perform duties as may be requested by the Board of Directors.~~ [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.](#)

Section 4 5. Treasurer [\[Added duty of being on finance committee.\]](#)

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, ~~a statement of the financial conditions of the Association, and whenever and required by the Board of Directors, shall make and render a statement of the accounts, and other statements as may be required.~~ [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 list of all 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

~~Section 1. The president shall appoint three (3) members of the Association in April of each year to serve as t~~ 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.

~~Section 2. The Nominating Committee shall prepare a slate of candidates for each of the necessary offices and At large Directors. Each candidate shall be a member in good standing of the Association.~~

~~Section 3. The slate of candidates shall be presented to~~ Following the presentation to the Association of the slate at the June ~~October~~ meeting, the Nominating Committee shall accept nominations from the membership 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. ~~The candidates shall also be announced by any other means of publicity readily available to the Association.~~

~~Section 4. Election of officers and Directors shall take place at the July~~ 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.

5. 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.

~~Section 5. Members of the Association who are in good standing (dues are current) are entitled to vote. A simple majority of those ballots cast shall be required to be elected. Included in Article II Membership~~

~~Section 6. The new officers shall assume their offices with the August Board meeting.~~

ARTICLE VIII. INDEMNIFICATION

~~The Directors, Officers and committees of the Association shall be indemnified by the Association against all expenses and liabilities, including settlement and counsel fees reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved, by reason of being or having been a Director or Officer of the Association, whether the person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. [Oklahoma Statutes and Federal Law~~

generally provide some protection to officers and directors of 501 (c)(3) organizations from lawsuits except for criminal negligence or sexual misconduct . This paragraph would not provide further protection in my opinion.]

~~ARTICLE IX. BOARD OF ADVISORS~~

~~All non Board members of the Association physically present at a regularly scheduled board of Directors meeting, or a special Board meeting advertised to the entire membership at least three days in advance, constitute the Board of Advisors for the duration of that meeting. The President may consult the Advisors and draw upon their wisdom when considering the best interests of the Association. The Advisors shall, at their discretion, offer advice on any matter relevant to the Association. The Advisors may also offer motions for consideration by the Board of Directors.~~ *[The board of Directors was elected to run the organization. Provision for members to bring projects to the Board is made in Article III Membership. This Board of Advisors system creates a meeting within in a meeting, where the members decide how to cast their “vote”. While the input is appreciated, the Board of Advisors cannot overrule the Board. Member input is encouraged at Board meetings—but in some ways this should be limited otherwise the meetings become longer and discussions repeated and redundant. On occasion the suggestions may not be well thought out. Increasing the number of members on the board effectively reduces the power of individual Board members and increases the potential influence of the organization’s individual members to sell their pet projects to the Board.]*

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 XII . SPECIAL TRANSITION
REQUIRED BY CHANGING BYLAWS.**

This article shall expire January 1, 2011. 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. 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, 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 this Special Election.

~~ACCEPTANCE OF BYLAWS~~

~~The above Revised and Restated Bylaws were reviewed by all Board members and adopted at the regular Board meeting January 2nd, 2006. The Revised and adopted Bylaws were presented to the General Membership, and accepted by majority vote, at the regular membership~~

The above 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
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