

Bruin Country Woodturners, Inc.

BYLAWS

(rev. 3/14/2023)

ARTICLE I

NAME

The name of this organization is Bruin Country Woodturners, Inc. a non-profit corporation dedicated to fulfilling the purposes of Article III.

ARTICLE II

Relationship to the American Association of Woodturners (AAW)

While all members of Bruin Country Woodturners, Inc (The Corporation) are encouraged to join the American Association of Woodturners, Inc. (AAW), it is required that all Directors and Officers be members in good standing of the American Association of Woodturners. The relationship between the Corporation and AAW is limited.

ARTICLE III

PURPOSE

SECTION 1

Purpose: The Corporation's purpose is to foster a wider understanding and appreciation of the art and craft of turning using a lathe among the general public. This will be accomplished by providing education, information, organization, technical assistance and publications relating to woodturning.

SECTION 2

Activities: We propose to offer such services by means of monthly meetings, newsletters, educational demonstrations, and other outreach activities.

SECTION 3

Non-Profit: The Corporation is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Service code.. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, or other private persons. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any provisions of these articles, the Corporation 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 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 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

MEMBERSHIP

SECTION 1

Membership in this corporation comprises Junior, Regular, Family & Honorary membership.

SECTION 2

Junior Member: is a member who qualifies for this membership class by virtue of:

1. Being younger than 18 years old, and
2. Being a full time student, and
3. Documented parental consent to be a member.

Junior members are exempt from paying annual membership dues. Junior membership shall continue as long as the individual stays active in the Corporation, has not turned 19 years of age and remains in school. A Junior Member is a non-voting member.

SECTION 3

Regular Member: which shall be open to all persons with an interest in woodturning.

Individuals shall be admitted to and maintained as General Members upon the following:

1. Completion of an application for membership in which they agree to uphold the purposes of the Corporation and follow good safety practices, and
2. Payment of the annual Regular membership dues, as set by the Board of Directors.

SECTION 4

Family Member: is a Regular member who qualifies for this additional membership class by virtue of:

1. Wanting a spouse or significant other, or a dependant child to be part of the organization, and
2. Have paid the annual Family Membership dues, as set by the Board of Directors.

SECTION 5

Honorary Member: is a person who qualifies for this membership class by virtue of being:

1. In a position to add value to the club, and
2. Being voted by the Board of Directors to have this honor.

An Honorary Member is exempt from paying annual dues to the Corporation. The Board of Directors shall set additional limits/qualifications on a case by case basis for someone to hold the honorary membership status by a vote during a Board meeting.

SECTION 6

Revocation and/or Denial of Membership:

Any member or prospective member whose deeds or actions are detrimental to the club or to woodturning may be denied membership in the club by a majority vote of the membership present at a general membership or by a majority vote of the Board of Directors provided notice of this vote was sent to all members at least 14 days prior to the meeting and said member was permitted to address the meeting.

SECTION 7

Renewal of Membership:

Junior members can remain as a member of the Corporation as long as they qualify for Junior membership without having to annually renew the membership.

Regular and Family members must annually renew their membership including pertinent contact information.

Membership status of each honorary member must be updated by a vote of the Board of Directors on an annual basis. They remain as honorary members until such voting by the Board of Directors takes place.

ARTICLE V

OFFICERS AND DIRECTORS

SECTION 1

The officers shall be President, Secretary, and Treasurer.

SECTION 2

There shall be two Member-at-Large Directors. These directors shall be appointed by the President. The duties of these Member-at-Large Directors shall be determined by the President.

SECTION 3

The Directors shall consist of the Officers and two Member-at-Large directors.

SECTION 4

The term 'Director' shall refer to any of those individuals listed in Section 3. Collectively they are referred to as The Board of Directors, or just the Board.

SECTION 5

Tenure:

All Officers and Member-at-Large Directors terms shall be two years.

SECTION 6

Removal from office:

Any Director, elected or appointed, may be removed by a majority vote of the Members present at a general membership meeting; or by a majority vote of the Board of Directors for cause provided that notice of this vote was sent to all members at least 14 days prior to the meeting and said member was permitted to address the meeting .

SECTION 7

Duties:

The Directors shall be responsible for the administrative, business, and policy functions of The Corporation, and shall meet as necessary, but not less than quarterly. Meetings shall be held at a place, date and time acceptable to a majority of the Directors. Member-at-Large Directors may be assigned specific areas of responsibility by the President.

SECTION 8

Quorum:

A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Any member of the organization including Junior members may attend Board meetings.

ARTICLE VI

ELECTION OF OFFICERS

SECTION 1

Time of election:

Officers of The Corporation shall be elected by the membership at the November general membership meeting.

SECTION 2

Nominating Committee:

The Nominating Committee shall be appointed by the President.

SECTION 3

Nominees:

A nominee is considered to be in good standing provided he or she is a Regular, Family or Honorary member of The Corporation.

SECTION 4

Nominations:

The Nominating Committee shall submit a list of recommended candidates for each position to the Board of Directors at a Board meeting preceding the announced date of the election. The Board of Directors may make additions to the list of recommended candidates. In addition to those nominated by the Nominating Committee, nominations from the general membership shall be allowed. All nominations by the general membership must be submitted to the Board of Directors at or prior to the last Board meeting held prior to the election. All nominations must be agreed to by the individual to be nominated. The Board of Directors shall confirm all nominations are members in good standing. Nominations will be considered closed at the close of the last Board meeting held prior to the election.

SECTION 5

Election:

The election shall be by written secret ballot, if requested. No proxy voting shall be permitted. A majority vote (greater than 50%) of the voting Members then casting ballots shall be required for election. For any contested position where the candidate with the most votes does not receive a majority vote, the candidate with the fewest votes shall be eliminated. In the case of a tie for the least vote, a coin toss will determine the candidate eliminated. The vote for that position will then be repeated under the same rules until a majority vote is received for that position.

SECTION 6

The Officers shall each be elected to their specific position.

SECTION 7

The powers of the Board shall be subject to the provisions of the California Nonprofit Public Benefit Corporation law, The Corporation Articles of Incorporation and these bylaws.

SECTION 8

Term:

All elected officials shall serve a term of two years. The term of office shall start on January 1st following an election and ending on December 31st of an election year.

SECTION 9

Term limits:

At present there are no term limits set for any of the Director positions. This can be changed after a period of 5 years from the date of inception of the Corporation.

SECTION 10

First election and subsequent elections:

There shall be no election for a period of 3 years after the inception of the Corporation. This is to provide stability during the initial growth period of the Corporation. After the first 3 years, elections are to be held the same year when the United States general elections are held.

ARTICLE VII

DUTIES OF OFFICERS

SECTION 1

President:

The President shall:

- A. Preside at all meetings of The Corporation and the Board of Directors
- B. Call special meetings when necessary
- C. Coordinate all activities
- D. Be ex-officio member of all committees
- E. Appoint the Chairs of standing or special committees.

SECTION 2

Secretary:

The Secretary shall:

- A. Record and maintain the minutes of Board of Directors' meetings
- B. Record actions decided at general membership meetings.
- C. Be Chairman of the Membership committee, receives membership applications, maintain, update and distribute the Club Membership Roster
- D. Maintain an inventory of all of The Corporation's physical assets. Store an electronic file and picture of this inventory on the Corporation's private website.
- E. Store an electronic file of these bylaws on the Corporation's private website. They must be available for viewing at any virtual or public meeting.

SECTION 3

Treasurer:

The Treasurer shall:

- A. Assume responsibility for all funds of The Corporation, including collection and receipt.
- B. Make all required disbursements. Any disbursements by check may be signed by the Treasurer and/or the President.
- C. Maintain a record of all fiscal transactions in accordance with generally accepted
- D. Accounting Principles and report to the Board of Directors.
- E. Shall ensure all required tax returns and related documents are filed to taxing bodies.

SECTION 4

Financial responsibilities of Officers:

- A. The fiduciary responsibility of the Treasurer and President shall extend into the following year until the financial institution(s) holding club assets accepts the signatures of the newly elected Treasurer and/or President, respectively
- B. The Treasurer shall develop a budget and present it to the Board of Directors
- C. The Treasurer shall present the Board approved Budget to the Membership
- D. The Treasurer shall provide fiscal report(s) to the Membership.
- E. Any single expenditure over \$ 1000 (THOUSAND Dollars) that is NOT specified in the budget is to be reported to the membership as soon as practical.

SECTION 5

Policies and Procedures:

The Board of Directors will develop and maintain a Policy and Procedures Manual that will be available for review by the Membership.

ARTICLE VIII

VACANCIES IN OFFICE

SECTION 1

President:

If for any reason the Office of President becomes vacant, the nominating committee shall conduct a special election to fill that position.

SECTION 2

Positions other than the President:

In the event of a vacancy occurring in any elective or appointed position, it shall be filled by Presidential appointment, subject to confirmation by the Board of Directors.

ARTICLE IX

NON-LIABILITY OF DIRECTORS, OFFICERS AND MEMBERS

SECTION 1

The Directors, Appointed Officers and General Members of The Corporation shall not be personally liable for the debts, liabilities, or other obligations of The Corporation. The Board may secure liability insurance to protect The Corporation and its Directors, Appointed Officers and General Members from legal action.

ARTICLE X

MEETINGS

SECTION 1

Regular board meetings:

The Board of Directors shall conduct one meeting each quarter (to be called the Regular Board Meeting) for the purpose of reviewing The Corporation's financial situation, policies and programs. A Regular Board Meeting requires a quorum of not less than three Directors. To be approved, actions must be adopted by a majority of the Directors present. If fewer than three Directors are present the meeting may proceed, but no action may be voted on. The meetings shall be chaired by the President and in his/her absence by the Secretary. At the start of each year, the Board of Directors shall establish a calendar of Regular Board Meetings, which shall be posted on The Corporation's website and listed in its newsletter. Each Director shall receive an additional notice and agenda of each Regular Board meeting giving the time and place of such meeting at least seven days in advance. The Secretary, or in the absence of the Secretary another Director appointed by the President, shall record the topics discussed and the outcome of actions taken at such meetings. The meeting record (minutes) shall be archived on The Corporation's website or the current on-line repository used by the club. The Board may cancel any Regular Board meeting with the approval of at least three Directors.

SECTION 2

Special board meetings:

The Board of Directors may hold Special Board Meetings in addition to its regular quarterly meetings to expedite matters that cannot wait until the next Regular Board Meeting without hurting the affairs of The Corporation. A Special Board Meeting may be called by any Director. A Special Board Meeting requires a quorum of not less than three Directors. To be approved, actions must be adopted by a majority of the Directors present. If fewer than three Directors are present the meeting may proceed, but no action may be taken. The meetings shall be chaired by the President and in his/her absence by the Secretary.

Advance notice of Special Board Meetings must be given to all Directors at least three days prior to the meeting via email or telephone. Advanced notice of such meetings to the General Membership is not required.

The Secretary, or in the absence of the Secretary another Director appointed by the President shall record the topics discussed and outcome of actions taken at such meetings. The meeting record shall be archived in the same manner as the regular Board meetings. Additionally, a

Director shall make a verbal report of the need, discussion, and any actions taken at a Special Board Meeting at the next General Membership meeting. The Board may cancel any Special Board meeting with the approval of at least three Directors.

SECTION 3

Staff meetings:

The Board of Directors and Committee Chairman shall conduct meetings as frequently as needed for the purpose of reporting on current and planned activities. Notice of all Staff meetings shall be given to the General Membership at least seven days in advance of the meeting via the Corporation's private email group. Such notice shall include the meeting time and date, location and general purpose. The meetings shall be chaired by the President and in his/her absence by the Secretary. Directors may take action at a Staff Meeting, as if it were a Regular Board Meeting, provided a quorum of at least three Directors is present. To be approved, actions must be adopted by a majority of the Directors present.

Any General Member may attend a Staff Meeting. The Secretary, or in the absence of the Secretary another Director or an Officer appointed by the President, shall record the topics discussed and the outcome of actions taken at such meetings. The meeting record shall be archived on The Corporation's . The Board may cancel any Staff Meeting with the approval of at least three Directors.

SECTION 4

General meetings:

The Corporation shall hold a General Membership meeting once a month (to be called the General Meeting) for the purpose of pursuing The Corporation's educational purposes. At the start of each year, the Board of Directors shall establish a calendar (to the extent practical) of General Meetings, which shall be posted on The Corporation's web site and listed in its newsletter. Notice of all meetings shall be given to the General Membership at least three days in advance of the meeting via The Corporation's discussion board email (currently Google Groups) and newsletter. Such notice shall include the meeting time and date, location and general purpose.

Any General Member may ask a question, present a suggestion for consideration by the Board or request a general membership discussion at a General Meeting. This provision is intended to provide the General Membership with an opportunity to influence the Board and its actions. At such times, the President shall encourage other General Members to comment. The discussion shall continue until the Board has a sense of the collective views of the General

Membership present. At such time as the President believes that this initial discussion appears to adequately address the matter, the President may close the discussion and move on to other business. Should any General Member object to this action, the President shall put the issue of continuing the discussion to a majority vote of the General Members present. If it appears in the opinion of the President that the matter under discussion requires more consideration than is possible at the current meeting, the President shall appoint an ad hoc committee of General Members to pursue the matter at another time and report back to the General Membership at the next General Meeting. The Board may cancel any General Meeting with the approval of at least three Directors.

ARTICLE XI

DUES

SECTION 1

Fiscal year:

The fiscal year shall be from January 1 through December 31.

SECTION 2

The Board of Directors by November of each year shall determine the amount of annual per capita dues for the ensuing year.

SECTION 3

Dues are delinquent if not paid by the February general membership meeting. If not paid by February 28th, the member shall be suspended from the membership roll and member-specific access to the websites shall be removed until dues are paid.

SECTION 4

New members joining after the first quarter may be entitled to prorated annual dues for the year. Any member that failed to renew their membership is not eligible for prorated annual dues unless they were a non-member for the prior year.

ARTICLE XII

AAW INDEBTEDNESS AND DISCLAIMERS

SECTION 1

AAW's National Office must be notified in writing prior to The Corporation incurring any indebtedness for AAW.

SECTION 2

The American Association of Woodturners Inc., specifically disassociates itself from any debts, obligations, or encumbrances of The Corporation. The Corporate Board of Directors of AAW is not responsible for the debts, nor does it share in the profits of the Local Chapter. The Corporate Organization of AAW does not shoulder any legal liability for accidents that occur during events of any kind whether or not they are sponsored by a Local Chapter. The Corporation specifically disassociates itself from any debts, obligations or encumbrances of The American Association of Woodturners Inc. The Corporation does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the National AAW Organization.

ARTICLE XIII

AMENDMENTS

SECTION 1

These Bylaws may only be amended by affirmative vote of a simple majority (greater than 50%) of the voting Members then casting ballots at a general membership meeting, provided the proposed amendments have been included in the notice of the meeting and distributed to each member at least two weeks prior to the meeting. A copy of the amended Bylaws must be filed with AAW's National Office.

ARTICLE XIV

PARLIAMENTARY PROCEDURE

SECTION 1

Robert's Rules of Order shall govern the meetings of The Corporation in all matters of procedure not covered in these Bylaws.

ARTICLE XV

LEGAL OWNERSHIP

SECTION 1

Should the Corporation for any reason be dissolved, title to any property or equipment and such funds as are in the treasury shall be given to Santa Clara High School provided Santa Clara High School continues to have a program teaching the art and craft of wood turning at the said time. In other cases, such funds shall be given to one or more organizations or entities with similar or related purposes designated by the Board of Directors, provided that they have non-profit status as a 501(c) (3) organization.

ARTICLE XVI

INDEMNIFICATION

SECTION 1

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of The Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of The Corporation; and further

provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. If that is not possible it should be approved by a majority of the disinterested members attending a regular or special membership meeting held not less than two weeks after notice of this vote is sent to all members.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this article which adversely affects the right of an indemnified person under this article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between The Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XVII

CONFLICTS OF INTEREST

SECTION 1

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:

- A. Fully disclose the nature of the interest, and
- B. Withdraw from discussion, lobbying and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of The Corporation to do so, or if that is not possible, by majority of the disinterested members attending a regular or special membership meeting held not less than two weeks after notice of this vote is sent to all members. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Certification

We hereby certify that these Bylaws as amended were approved and Adopted at a general membership meeting held on

_____.

President: _____ (date) _____

Printed Name: Ray Hari

Secretary: _____ (date) _____

Printed Name: Mitchell Posey