



Front Range Woodturners Bylaws

**A Local Chapter of the
American Association of Woodturners, Inc.
A Nonprofit Corporation**

Release Date: 21 December 2008 -- Final

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Article I — Organization and Location

The Front Range Woodturners was organized as a local chapter of the American Associate of Woodturners on December 7, 1994. This Chapter primarily draws membership from the Colorado area from east of the Continental Divide, north of a line from Castle Rock through Limon, and south of a line from Boulder through Sterling, especially those cities, towns, and communities surrounding Denver, Colorado.

Hereinafter, Front Range Woodturners will be referred to as the “Chapter” or “FRW,” and the American Association of Woodturners as “AAW.”

Article II — Offices

The principal office of this Chapter shall be that of the currently elected President, as published in the FRW Newsletter and on-line at the FRW website.

The mailing address of this Chapter shall be that of the currently elected Secretary, as published in the FRW Newsletter and on-line at the FRW website.

Article III — Relation of Chapter to the Corporate Organization

All officers of this Chapter agree to be members in good standing of the AAW.

Members of FRW understand that the parent organization (AAW) will provide advice and counsel, as requested, while the nature and extent of the Chapter's activities are left to the Chapter's discretion. Woodturning demonstrations, a normal part of the activities of the Chapter, will be conducted solely at the discretion of Chapter Officers, and all direction relative to the demonstrations, including time, duration, nature, and safety, will be under their explicit direction and control.

Article IV — Purposes

FRW is committed to serving woodturners in the Denver Metropolitan area as follows:

- § Providing a meeting place
- § Sharing woodturning ideas and techniques
- § Exchanging wood and other materials
- § Sharing ideas about tools and related materials
- § Informing members about activities of interest to woodturning
- § Promoting woodturning as an art form and craft.

The Chapter joins with AAW in its dedication to provide education, information, and organization to those interested in woodturning.

Article V — Membership Fees

Annual membership fees will be established by a simple majority vote of members in good standing present at a regularly scheduled meeting. Advance notice of the vote and vote results will be announced in the newsletter. It is recommended that changes to membership fee amounts be announced no later than the October meeting because so many members pay their dues in advance.

Membership fees are due in January of each year. Fees for members joining in July through December will be prorated at the rate of one-half (½) the annual fee for membership. Members paying 100% of the next year's fee during November and December shall be considered to have paid for the remainder of the current year and the next year.

Following are the levels of membership fees:

- § General membership – Fee paid for an individual
- § Family membership – Fee paid for an individual, spouse, and children (both juvenile and adult)
- § Student membership – Fee paid by a full-time student
- § Honorary or complimentary membership – Free to designated individuals who have provided exemplary support to FRW

This fee does not cover membership in the parent organization, American Association of Woodturners. AAW membership is paid separately and directly to the AAW.

Article VI — Meetings

FRW will meet monthly at a time and place designated by the Executive Committee and announced in the newsletter or website. Additional meetings may be held as announced in the newsletter or website.

“Executive Committee quorum” is defined as three Officers. “General member quorum” is defined as any number of members in good standing at a general meeting.

Article VII — Executive Committee

The FRW governing body is the Executive Committee, which includes the Chapter Officers (“Officers”) and the Committee Chairs.

See section “Chapter Officers” on page 3 for a description of the responsibilities of the Officers. See the Addendum for a description of the responsibilities of the Committee Chairs.

The Executive Committee shall meet regularly, as scheduled by the President, to conduct and oversee planning and other business. All members in good standing are eligible to attend meetings, but only members of the Executive Committee are eligible to cast votes.

The President is empowered to create temporary leadership positions deemed necessary, with such temporary positions not considered part of the Executive Committee. The President, with the advice and consent of the Executive Committee, may appoint such positions for a definitive term to be determined by the President to serve solely at the discretion of the President. The President is empowered to remove, replace, and/or terminate temporary positions without notice to or discussion by the membership or the Executive Committee.

Term of Office

Each Executive Committee member shall hold office for one calendar year, beginning on January 1. No incoming Executive Committee member may incur expenses against the budget before their office begins without the express prior permission of the Executive Committee.

Any Executive Committee member leaving a position is responsible for transference of knowledge, materials, legal documents, etc., to the new position holder before January 1, and is responsible for supporting the new position holder during the first January meeting.

Removal

Any Executive Committee member may be removed when it is deemed by the general membership to be in the best interests of the Chapter. Removal is accomplished by a simple majority vote by a general meeting quorum. Advance notice of the vote and vote results will be announced in the newsletter.

Vacancies

A vacancy in an Executive Committee position may be filled for the unexpired portion of the term by a majority vote of the Officers. The person filling the vacancy must satisfy all requirements described in these bylaws.

Chapter Officers

The Officers of this Chapter shall be a President, a Vice President, a Secretary, and a Treasurer. The Officers must be FRW and AAW members in good standing (both memberships are required). Officers must be elected through the election process described in section "Article VIII – Elections" on page 5.

No person may fill more than one Officer position at a time (each Officer position must be filled by a different individual); however, a single person may be an Officer and also fill one or more Committee Chair position.

President. The President shall be the principal executive officer. The duties of the President include, but are not limited to, the following:

- § Supervise and control the business and operation of FRW.
- § Call or cause to be scheduled meetings of the Executive Committee and/or general membership.
- § Preside or delegate to someone to preside at meetings .
- § Appoint committees and/or temporary positions with the approval of the Executive Committee.
- § Act as ex-officio a member of all committees, but may appoint another Executive Committee member as a stand-in.
- § In general, perform all duties incident to the office of President.

Vice President. The duties of the Vice President include, but are not limited to, the following:

- § Perform the duties of the President in the absence of the President or at the President's request, or in the event of the President's inability to serve, or refusal to perform his duties. When so acting, the Vice President shall assume the responsibilities, duties, and powers of the President and shall be subject to all the restrictions on the President cited in these Bylaws.
- § Schedule and manage demonstrations and special programs for each general meeting.
- § Negotiate demonstration fees and logistical details to support demonstrations and special programs.
- § Coordinate programs with other clubs in the area to minimize FRW expenses.
- § In general, perform all duties incident to the office of Vice President and any other duties as may be assigned by the President.

Secretary. The duties of Secretary include, but are not limited to, the following:

- § Keep minutes of Executive Committee and Officer meetings and of those portions of regular meetings during which official business is conducted, and distribute same to Executive Committee members.
- § Ensure notices are communicated to members as required by these Bylaws.
- § Maintain the official records including, but not limited to, a current copy of the Bylaws, Articles of Incorporation (if any), and any other legal documents, including, but not limited to, bank account statements, member rosters, etc.
- § Maintain the official membership roster and phone list, which includes, but is not limited to, all members in good standing in all membership categories.
- § Perform the duties of the Newsletter Editor in the absence of a separate Newsletter Editor.
- § Ensure the current version of the FRW Bylaws, and any amendments thereto, are filed with the AAW.
- § Run Elections, in coordination with the Executive Committee and per the procedure described in section "Article VIII – Elections" on page 5.

§ In general, perform all duties incident to the office of Secretary and any other duties as may be assigned by the President.

Treasurer. The duties of Treasurer include, but are not limited to, the following:

§ Collect membership fees and other monies, and pay any debts incurred by the Chapter out of Chapter funds.

§ Maintain banking and funds accounts as agreed by the Executive Committee.

§ Maintain current and accurate records of all FRW receipts, expenditures, monies and tangible assets. Tangible assets include, but are not limited to, tools, machinery, audiovisual equipment, and library resources. Asset lists will identify item, serial numbers (if any), dates of purchase, purchase and installation costs, and estimated replacement costs, as appropriate.

§ Maintain a current list of members in good standing in all membership categories.

§ Inform the Secretary of new or dropped members for the purpose of updating the membership roster and the mailing list.

§ Lead the budget formulation and maintenance process. Track the expenses for each area incurred to support FRW activities.

§ Provide financial reports to the Executive Committee that track income, expenses, and assets, including a final report for the year-end transfer to the new Executive Committee. Report financial status to the general membership, as appropriate.

§ Provide copies of all financial records, including bank statements, to the Secretary for inclusion in the Chapter's permanent records.

§ Support periodic reviews of the financial reports on an annual basis and as requested by the Executive Committee.

§ In general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President.

Article VIII – Elections

Elections for the Officers and other Executive Committee members shall be held at least once per year.

Qualifications

Candidates must be FRW members in good standing at the time of nomination and must maintain membership through the term of the position.

Candidates for Officer positions must also be AAW members in good standing and must maintain AAW membership through the term of the position.

Candidates must be willing to perform all relevant duties for the respective position described in these Bylaws.

Election Timeline

The timeline below is a guide to drive the annual election process.

July/August.

Requests for nominations and/or volunteers for upcoming elections are announced at meetings, in newsletters, and on the website.

President appoints a Recruiting Committee consisting of at least three members in good standing, including at least one current or past FRW Officer.

August/September.

The Recruiting Committee seeks members who will accept nominations for the positions and provides this list to the Officers prior the October general meeting. Also, the Executive Committee members accept nominations directly.

Requests for nominations for Executive Committee positions are published in the FRW newsletter, with the request that nominations be provided at the October general meeting or provided in writing to the Secretary prior to the October meeting. These nominations shall be kept in confidence until the October meeting.

October.

During the October general meeting, requests for nominations are accepted. Members may nominate other members or themselves. The President accepts open nominations without mentioning the Recruiting Committee's list. If any person on the list is not nominated or does not volunteer during open nominations, the President may then nominate that person.

The Secretary records nominations. During and after the meeting, the Secretary confirms with each nominee, including those who were listed prior to the October meeting, that he / she is willing to serve in the position for which nominated.

November.

The Secretary creates and publishes the ballots with the November issue of the FRW newsletter. The Secretary also provides paper ballots at the November general meeting. The ballots specify that a single vote may be cast for each position and include a date by which the Secretary must receive mailed ballots. Members are on the honor system to vote only once.

The Secretary provides a secure, anonymous method to gather paper ballots in person at the November general meeting, and collects the mailed ballots by the posted deadline.

After the mail-in deadline, the Secretary and one other person appointed by the President counts the votes for each position, with the nominee gaining the most votes becoming the electee. The Secretary provides the list of electees to the President.

December.

The President announces the electees at the December general meeting.

Article IX — Insurance

As a chapter of AAW, FRW will use insurance available through and required by AAW. FRW shall acquire any additional insurance that is determined by the Officers to be required for adequate protection.

The actual coverage is determined by the insurance policy, though by default, all demonstrators from FRW must be members in good standing to be covered by insurance. Demonstrators who are not members of FRW must be members in good standing of AAW or covered for liability by an adequate insurance policy.

Article X — Financial Reviews

Annual Review.

At least annually, the Officers will perform the following reviews:

- § Review of the financial records to ensure compliance with these Bylaws. The results of this review will be documented as an FRW record. The Officers may also direct a more formal audit, as appropriate.
- § Review asset listings to ensure these listings are being maintained by the respective Committee Chair.

Record Availability.

The books and records of FRW, in keeping with its status as a non-profit organization, shall be made reasonably available to members and other interested parties, in compliance with pertinent laws and regulations.

Article XI — Indebtedness

All functions of FRW are on a cash basis. FRW may not incur any debt through the actions of its Executive Committee or any of its members.

Article XII — Disclaimers: Fiscal and Legal

American Association of Woodturners, Inc.

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

Front Range Woodturners

Front Range Woodturners (FRW) specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners (AAW). The Executive Committee of the FRW is not responsible for the debts nor shares in the profits of AAW. The FRW does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by AAW.

Article XIII – Disposition of Assets

In the case of dissolution of FRW, the Chapter's assets will be distributed as determined by the then-current Executive Committee in compliance with relevant laws and regulations, including, but not limited to, those relating to non-profit organizations.

Article XIV — Indemnification

The FRW Executive Committee may indemnify any Officer or member who is a party or is threatened to be a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the FRW by reason of the fact that the individual is or was an officer, employee, member or agent of FRW or was serving at the request of FRW against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit, or proceeding if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of FRW and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

Article XV — Amendments

These Bylaws may be amended or repealed and new Bylaws may be adopted by a simple majority vote by a general meeting quorum. Copies of amendments to these Bylaws must be filed with the National Office of AAW.

Acceptance of Bylaws

The FRW Bylaws were adopted by the Front Range Woodturners, Denver, Colorado, a local chapter of the American Association of Woodturners, Inc., as follows:

- § Originally composed December 7, 1994
- § Amended September 10, 1996, and June 1, 2002
- § Now amended with an effective date of January XX, 2009.

Signed:

President _____ Date: _____
Andy Zartman

Vice President _____ Date: _____
Ron Ainge

Secretary _____ Date _____
Jason Springfield

Treasurer _____ Date _____
Warren Glover

Addendum

Following are the positions and responsibilities currently listed as the Committee Chairs. These positions will be filled during the general election process. The Committee Chairs and the Officers will comprise the Executive Committee (see page 2). In addition to the specific duties listed, each Committee Chair will assist the Treasurer in maintaining records as they pertain to their committee (e.g., expense and asset records).

The Executive Committee may modify these positions as needed without impacting the remainder of the Bylaws.

Coffee Chair. Set up and clean up of coffee and other refreshments for the general meetings and other events, as appropriate.

Group Buy Chair. Coordinate group purchases for FRW members in good standing. Responsibilities include liaison with vendors, maintenance of member lists for vendors, and distributing purchases to buyers.

Internet Chair/Web Master. Maintain the content, domain license, and hosting of the FRW website. Post electronic copies of the newsletter and other notices each month, and keep information and content current and relevant to the Chapter.

Librarian. Manage and maintain reference and educational materials owned by the FRW and provide to members for checkout. Coordinate with the Secretary to ensure that only members in good standing can check out materials. Provide security of the materials and ensure that the materials are returned in good condition. Acquire additional materials within budgetary constraints, and solicit donations to the library. Coordinate with the FRW Officers to maintain the currency of asset listings.

Mentoring Chair. Schedule and coordinate mentoring and training sessions.

Newsletter Editor. If the Secretary does not fulfill this position, the Newsletter Editor will create and publish a newsletter to the membership on a monthly basis, and at such other times as directed by the President, announcing upcoming events, meeting results, and other information of interest to members. Distribution shall include all members in good standing, the AAW office, and such others as the President directs. Provide the newsletter in electronic format to the Internet Chair to be posted to the FRW website.

Publicity Chair. Advertise, support, and further the presence and image of the Chapter to the general public.

Shop Tour Chair. Schedule and coordinate shop tours.

Videographer. Record general meetings and demonstrations and provide these recordings to the Librarian for inclusion in the library. Acquire, maintain, and secure all FRW-owned electronic equipment, confirming that it is in good condition and set up for meetings. Expend budget resources as necessary to support these responsibilities. Coordinate with FRW Officers to maintain the electronic asset listings.

Wood Raffle Chair. Run the raffles during general meetings and other events. Acquire wood and other materials for the raffles.