

OREGON ASSOCIATION OF WOODTURNERS
BYLAWS
16 August 2016

ARTICLE I – NAME and PURPOSES

1. The Name of this nonprofit organization shall be as filed with the Secretary of State of Oregon in its Articles of Incorporation as the Oregon Association of Woodturners. It is an all-volunteer, not-for-profit association of participating woodturning clubs from Oregon and Washington. The primary purpose of the Oregon Association of Woodturners is to provide an outstanding educational opportunity to anyone interested in woodturning. Our goal is to hold a live forum/symposium (known as the Oregon Woodturning Symposium, and referred to in this document as the Symposium) for the education and skill development of anyone interested in woodturning. Our secondary aim is to support charitable programs related to woodturning such as Beads of Courage to assist seriously ill children, Empty Bowls to assist local food banks and Turn for Troops to provide pens for US military personnel deployed overseas.

The Oregon Association of Woodturners is referred to as “the Association” hereafter in these bylaws.

ARTICLE II – MEMBERS

1. The Association will not have a full-time general membership. Oregon Woodturning Symposium attendance will be open to all persons having an interest in woodturning.

ARTICLE III – BOARD OF DIRECTORS

1. The all-volunteer governing body responsible for the affairs of the Association shall be the Board of Directors (referred to as the Board). The Board is composed of the Officers (See Article V) and Directors representing the Participation Chapters (see section Article III, section 2). The Board may adopt rules for the conduct of its meetings and the management of the Symposium, consistent with these Bylaws and the laws of the State of Oregon. The Board is the policy making body of the Association, and may delegate specific duties and responsibilities to the Officers, members of the Board and Committee Chairs, as designated by the Board.

2. Any woodturning organization that is a recognized Chapter of the American Association of Woodturners may petition the Association to become a Participating Chapter. A majority vote by the Board of Directors at the time of the application is required for the petitioning Chapter to become a Participating Chapter in the Association. Each Participating Chapter shall select its Director and notify the Secretary of the Association ten (10) days prior to the next scheduled meeting of the Association Board. The number of Participating Chapters will determine the size of the Board.

3. A Director may resign at any time by giving written notice both to the Secretary of the Board and to the Chapter he/she represents. The Chapter shall be responsible for appointing a Director to fill the vacancy.

4. A Chapter may resign from participation in the Association at any time by giving written notice to the Secretary of the Board. If it does so, the Chapter relinquishes any and all claims to the assets of the Association. Should the Chapter later wish to be reinstated, it must follow the procedure set forth paragraph 2 above. Should a chapter be unrepresented by a Director (or proxy-holder) at three consecutive meetings, that chapter will be deemed to have relinquished its right of participation in the Association. The Board will contact the Chapter to determine the Chapter's intentions regarding participation. A Chapter may establish a proxy with another Director by email.

5. Notice to be provided to the Board by Chapters as required in this Article may be delivered in written form either by email or by the USPS to the Secretary at the address provided on Oregon Association of Woodturners website.

ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

1. A Review Meeting shall be scheduled by the President, no later than four months after the Symposium to review the Symposium results and to establish the status of Symposium planning for the subsequent two years, including the next Symposium.

2. Special Meetings: The President or four Directors of the Board may call special meetings by providing notice including the purpose, place, time, and method of the meeting to the Board. Special meetings may be conducted by electronic means that offer simultaneous aural communication of all Directors and Officers participating.

3. Place of Meetings: The President shall designate the location for the annual and review meetings.

4. Notice of Meeting: The President shall provide written notice stating the purpose, agenda, place, day, and hour of the annual and review meetings. Such notice shall be delivered either personally, by email, or by USPS to each Director, not less than ten (10) days before the date of such meeting. See Article VIII.

5. Quorum: A simple majority of current voting Officers and Directors shall constitute a quorum.

6. Voting: A majority vote of the Board present at any meeting will constitute the decision of the Board. A two-thirds majority vote of the officers and Directors present is required to amend the Bylaws of the Association, as described in Article XII, or to remove an Officer (Article V).

ARTICLE V – OFFICERS

1. The Officers of the Association's Board shall be the President, the Vice President, the Secretary and the Treasurer. The Board shall elect these Officers at the Post-Symposium Meeting. An Officer must be a member in good standing of one of the Participating Chapters represented on the Board, but need not be a Director. The Officers and Directors must be members in good standing of the AAW.

2. An elected Officer may be removed by a two-thirds vote of the Board at any regular or special meeting called for that purpose whenever, in its judgment, the best interests of the Association would be served by such action.

3. A vacancy in any office shall be filled by Presidential assignment for the remaining portion of the term subject to the ratification by the Board. Such ratification may be done by email vote.

4. President: The President shall be the Principal Executive Officer of the Association and shall in general supervise the business and affairs of the Symposium. The President shall preside at all meetings of the Board and the Executive Committee unless his or her performance is the subject of the meeting. The President shall prepare an agenda to be delivered to all Directors with the notice of regular and special Board meetings. The President or a delegated member of the Board shall be ex-officio a member of all committees.

The President is a non-voting member of the board except to act as the tie breaker for a Board vote. If a Director is elected President, his/her Chapter shall designate another Director to take the President-elect's place. The term of office shall be for two years, or until successors are elected and take office following the symposium.

5. Vice President: In the absence of the President, or in the event of his or her inability or refusal to act or if his or her performance is the subject of the meeting, the Vice President shall perform the duties of the President.

6. Secretary: The Secretary shall record the attendance and minutes of meetings of the Board, maintain a roster of names, addresses, phone numbers and email addresses of all Participating Chapters, their Directors and their Presidents and maintain archival records of the activities of the Association. In the absence of the Vice President, or in the event of his or her inability or refusal to act, the Secretary shall perform the duties of the Vice President.

7. Treasurer: The Treasurer shall oversee the financial affairs of the Association. The Treasurer shall be responsible for collecting, depositing and disbursing funds and for reporting all financial activities with a comparison to the Budget (see article VI, Finance Committee) to the Board. Said reports shall be submitted in writing, on an annual basis by the Treasurer of the previous year, at the Review Meeting. The Treasurer shall be a member of the Finance Committee. The term of office of the Treasurer shall be the fiscal year preceding and the fiscal year of the Symposium.

ARTICLE VI – COMMITTEES

1. Standing Committees: The Standing Committees shall be: 1) Program Committee, and 2) Finance Committee. All Committees and their chairs shall be appointed by the President and serve the same term as the President.

Standing Committees shall report to the Board. Standing Committees shall have at least three members.

2. Program Committee: The Program committee shall develop a Slate of Lead Demonstrators for the following Symposium with the approval of the board.

3. Finance Committee: The Finance Committee shall be chaired by the Treasurer to develop a Budget based on input from the Program Committee, and other committees and recommend fees for registration, vendor booths etc.

4. Other Committees. The President may establish other committees deemed necessary and appropriate for the functioning of the Symposium and in particular the operation of the Symposium. The President shall appoint the chair of all committees. Each committee shall report to the Vice President and shall consist of at least two members.

5. All actions by Committee shall be confirmed by majority vote of the Board. Committee meetings using email are authorized. Each member of the committee shall be an addressee of each email. Both Standing and other committees shall report at each Board meeting as required by the President.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Association shall begin on 1 January and end on 31 December.

ARTICLE VIII- 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 shall be in writing and may be delivered personally at any Regular or Special meeting, by mail, by facsimile, or by email to the Directors at their postal or email addresses appearing on the current roster of the Board of the Association. Notice by mail shall have been given at the time it is deposited in the United States mail. Notice by facsimile or email shall be deemed to be given when successfully sent.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules contained in the current 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 Oregon Statutes, the Articles of Incorporation of the Association, these Bylaws, or any special rules of order the Board may adopt.

ARTICLE X – DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, its assets shall be distributed to one or more exempt organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Board in office at the time of dissolution shall be responsible for the distribution of these assets.

ARTICLE XI – AMENDMENT OF THE BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the voting Officers and Directors present at any regular meeting or at any special meeting, if at least ten (10) days notice is given to Officers and Directors of record of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

Signed by:



Terry Gerros, President



Michael Meredith, Vice President