

BY-LAWS OF THE BAY AREA WOODWORKERS ASSOCIATION (BAWA)

ARTICLE I: PURPOSE

1.1 GENERAL PURPOSE

The BAY AREA WOODWORKERS ASSOCIATION (henceforth referred to as “BAWA” or “the Association”) shall be a non-profit, non-partisan organization dedicated to the education, promotion and execution of the principles of woodworking.

1.2 SPECIFIC PURPOSE

To initiate public education of the principles of woodworking by the presentation of lectures, seminars, discussions, workshops, and field trips. To disseminate and exchange information and data on woods and woodworking methods. To publicly exhibit members’ woodworking products. To promote and appreciate the arts and skills of the woodworker, whether professional or amateur, hobbyist or do-it-yourself worker.

1.3 SECTION 501 (C) (3) COMPLIANCE

a. The Association is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

b. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the Association

shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II: LOCATION OF THE ASSOCIATION

2.1 PRINCIPLE OFFICE

The principle office of the Association will be located in the San Francisco, San Mateo, or Alameda Counties; centrally located within the Bay Area counties in California.

2.2 CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the Bay Area Counties.

ARTICLE III: MEMBERSHIP

3.1 QUALIFICATIONS FOR MEMBERSHIP

There shall be two classes of membership, *individual* and *family*, granted to any person(s) who pay(s) the membership fees/dues set by the Board of Directors, and as such, becomes a member in good standing.

3.11 A family is considered a wife, a husband or a partner and children up to age 18. Eighteen and over require individual membership.

3.2 MEMBERSHIP FEES AND DUES

Each member of the Association shall pay such membership fees and dues as may be set from time to time by the Board of Directors.

3.21 No member shall be subjected to assessment by the Association.

3.22 Nothing herein shall preclude any member or other person from contributing to the Association amounts in excess of the membership fees or dues.

3.3 RIGHTS OF MEMBERS

Each member shall be entitled to one vote on any matter placed before the General membership in accordance with these bylaws.

3.31 Single membership in the Association shall entitle the member's spouse or partner to all benefits of a member except voting.

3.32 Family membership entitles both members to vote.

3.33 No person shall hold more than one membership in the Association.

3.34 Membership is nontransferable and may not be assigned.

3.4 ADMISSION OF MEMBERS

Membership is open to anyone, and applicants shall be admitted to membership, and be in good standing upon payment of membership fees and dues as per Section 3.2.

3.5 MEMBERSHIP RECORD

3.51 The Association shall keep a membership roster containing the name, address, telephone number and email of each member.

3.52 The membership roster shall be kept at the office of the Association or by the Membership Chair and it shall be available for inspection at reasonable times by any Director or member.

3.53 Membership cards shall be issued each year upon payment of dues.

3.6 NONLIABILITY OF MEMBERS

No member of the Association, including members that serve on the Board of Directors shall be personally liable for the debts, liabilities or obligations of the Association.

3.7 TERMINATION OF MEMBERSHIP

Membership shall automatically terminate under one of the three following circumstances:

3.71 Upon failure to pay dues as set forth in 3.2.

3.72 Upon the death of the member, and

3.73 Upon suspension or expulsion as described in Section 3.8.

3.8 SUSPENSION AND EXPULSION

A member may be expelled if the member is negatively affecting the general welfare of the Association, but only by a minimum of two-thirds

(2/3) vote by ballot of the membership present who are in good standing at a special meeting.

ARTICLE IV: MEETING OF MEMBERS

4.1 PLACE OF MEETINGS

Meetings of members will be held at locations and times selected by the Board of Directors.

4.11 At least one week notice shall be given of all meetings via the Newsletter.

4.2 ANNUAL MEETINGS

The Annual Meeting of the membership shall be held in November on a date selected by the Board.

4.21 The primary business of the Annual Meeting shall be as follows:

4.211 To elect the upcoming years Directors.

4.212 To entertain a vote on any amendments to the bylaws, and the vote shall be requested of those attending members who are in good standing.

4.211 To report on the Financial affairs of the Association, and

4.214 Any and all other business which is in the powers of the membership to be transacted.

4.3 SPECIAL OR ADJOURNED MEETINGS

Special meetings of the members, for any purpose, may be called at any time under the following circumstances:

4.31 By the President, or by the Vice-President in the absence of the President.

4.32 By a Quorum of the Board of Directors, or

4.33 By a Quorum of the membership in good standing.

4.4 BOARD OF DIRECTORS MEETINGS

Regular meetings of the Board of Directors shall be held at such times and places within the Bay area as may be designated by resolutions of the Board for the purpose of conducting business on the authority assigned per these bylaws.

4.41 Meetings shall be divided into two sessions, the first session being open forum and the later session being a closed forum.

4.411 Open Forum: Open to all members in good standing who have a desire to participate in the general business of the Association.

4.412 Closed Forum: Open only to Board members for the purpose of conducting policy decisions as defined by these bylaws.

4.5 REGULAR MEETINGS

Regular meetings are designed for the purpose of having a gathering of the membership in order to pursue the subject and activities of woodworking.

4.51 The agenda of the regular meeting shall be set and determined by the Board of Directors and announced in the Newsletter.

4.511 No business not on the agenda shall be allowed to be opened for discussion or conducted during the normal session of the meeting. An Open Forum shall be held at the end of each meeting.

4.512 Short announcements that may be of general interest to the membership may be stated during the business portion, and as time may permit.

4.6 QUORUM

The presence of twenty percent (20%) of the members that are in good standing shall constitute a quorum for the transaction of business, which is in the powers of the general membership.

ARTICLE V: BOARD OF DIRECTORS

5.1 DUTIES AND POWERS

Subject to the limitations of the bylaws and of the laws of the State of California as to the action to be authorized or approved by the members and subject to the duties of the Board of Directors as prescribed by these bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Association shall be controlled by the Board of Directors as elected by the general membership.

5.11 Without prejudice to such general powers, but sublet to the same limitations, it is hereby

expressly declared that the Board of Directors shall have the following powers:

5.111 To select and remove any or all of the officers, agents, or employees of the Association.

5.112 To prescribe such powers and duties for them as are consistent with the law, the Articles of Incorporation, if any, and the bylaws.

5.113 To conduct, manage and control the affairs of the Association, and to make such rules and regulations that are consistent with these bylaws and the laws of California.

5.2 NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of Directors shall be seven, and all shall be members in good standing with the Association for a minimum of six months prior to accepting an office.

5.3 ELECTION AND TERM OF OFFICE

The Board of Directors shall be elected by the general membership at the annual meeting held in November.

5.31 The Directors shall hold office for a term of one year, and shall be eligible for re-election.

5.32 The Directors shall hold office until their successors have been elected and have assumed office as of January 1

5.33 At the meeting of the members prior to the annual meeting, a Nominating Committee will be formed.

5.331 A Nominating Committee will be formed in September, and shall solicit members for the purpose of seeking candidates for the offices of Directors.

5.332 Said Committee will present a list of candidates for the offices of the Board of Directors at the October meeting.

5.333 Further nominations from the floor will be accepted at the Annual meeting.

5.334 Candidates will be given an opportunity to discuss their qualifications and address

their platform. Time allowed will be set by the President at the Annual Meeting.

5.34 The election of Directors shall be conducted by ballot for the following positions:

- 5.341 President
- 5.342 Vice-President
- 5.342 Secretary
- 5.344 Treasurer
- 5.345 Newsletter Editor
- 5.346 Program Director
- 5.347 Membership Director

5.4 COMPENSATION

Directors shall serve without monetary compensation. They shall, however, be allowed reimbursements for out-of-pocket expenses incurred in the performance of the duties presented in the bylaws.

5.41 Extraordinary services refers to the performance of duties not specified in this article which are performed in furtherance of the primary purposes of the Association.

5.411 Such extraordinary services must have been authorized by the Board in advance of the performance.

5.42 Regulations for the reimbursement of out-of-pocket expenses not exceeding fifty (\$50.00) dollars for any single expenditure shall be made part of the rules and regulations in Article V, Section 5.113 of these bylaws

5.5 VACANCIES

Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining Board of Directors, though less than a quorum, or by a sole remaining Director, and each newly appointed Director shall hold office for the remainder of the present term until a successor is elected at the next Annual meeting.

5.51 No reduction of the authorized number of Directors shall be allowed without the express amendment of these bylaws.

5.6 REMOVAL OF DIRECTORS

To initiate a recall of any or all members of the Board of Directors, requires a petition of no less than twenty-five (25%) percent of the membership in good standing.

5.61 A Director may be removed from office by ballot vote of not less than two-thirds (2/3) of the members in good standing who are present at an annual or special meeting, provided notice of such a proposed action shall have been duly given to the members in the notice of meeting.

5.62 The Director involved shall be given the opportunity to be heard at such meeting.

5.63 Any vacancy created by the removal of an officer or a Director, and initiated by petition, shall be filled by the vote of the members at the meeting in which the removal took place.

5.7 ABSENCE FROM MEETINGS

Any Director absent from three (3) consecutive regular Board meetings without excuse that is satisfactory to the Board may be considered to have surrendered his or her office as Director.

ARTICLE VI: OFFICES OF THE BOARD OF DIRECTORS

6.1 OFFICERS

The officers of the Association shall make up the Board of Directors, so listed in the order of their authority:

- President
- Vice-President
- Secretary
- Treasurer
- Newsletter Editor
- Program Director
- Membership Director

6.11 All immediate past officers, shall hold honorary status on the Board, so invited to participate in and lending assistance to the present Directors, but shall have no voting power.

6.2 PRESIDENT

The President shall be the Chief Executive Officer of the Association, and shall control the affairs and officers of the Association.

6.21 The President shall preside at all regular, annual, special, and Board of Directors meetings.

6.22 He shall be ex-officio a member of all standing committees, if any, and shall have the general powers and duties of management, usually vested in the office of President of a Corporation, and may have other powers and duties as may be prescribed for him by the Board of Directors.

6.221 Call to order and conduct business of all General meetings.

6.222 Call to order and conduct business of all Board of Directors meetings, and report all suggestions and actions at the following General meeting.

6.223 Ensure that all new officers get copies of the bylaws, along with any relevant material from the outgoing Director, and discuss with them any changes, additions, or reallocations of duties.

6.224 Appoint any and all Subordinate Officers, including Chairpersons of select committees.

6.225 Issue checks in the absence of the Treasurer.

6.226 Have final authority on the content of the Newsletter, as it relates to items of controversy.

6.227 If any controversial newsletter item is vetoed, the matter must be brought to the attention of the Board of Directors for discussion in closed session, at the next regularly scheduled Board of Directors meeting.

6.3 VICE-PRESIDENT

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President.

6.31 The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the President or Board of Directors.

6.4 SECRETARY

The Secretary shall keep or cause to be kept at the principal office, or such other place as the Board may order, Association records and other documents.

6.41 A Book of Minutes of all meetings of the Board of Directors and a copy of the quarterly and annual financial reports.

6.411 The time and place of the holding of said meeting,

6.412 Whether a special or regular meeting,

6.413 If special, how authorized,

6.414 The names of those present,

6.415 The number of members of the general membership attending, and

6.416 The proceedings thereof.

6.417 A Membership Record/Roster as set forth in 3.5.

6.42 The Secretary, upon recording the minutes of the Board of Directors meetings, shall review the minutes at the next regular scheduled Board meeting, and upon acceptance by the Board, shall present two typed copies.

6.421 Both copies shall be signed by the President and Secretary, and dated.

6.422 One copy shall be installed into the Secretary's Binder as a historical record.

6.423 One copy shall be presented to the President.

6.5 TREASURER

The Treasurer shall have general charge of the Financial Records and Accounts of the Association, and shall keep and maintain adequate and correct books

6.51 The Records and Accounts book shall at all times reasonable, be open to inspection by any Director or Officer.

6.511 The Treasurer is required to bring the book of Records and Accounts to each and every Board of Directors meetings, in order to present a copy of the quarterly and annual financial report to be kept with the minutes.

6.52 The Treasurer is responsible for collecting and recording all membership dues, deposits of all monies and pay the Association's bills.

6.53 The Treasurer is responsible for summarizing all budget requests made by Committees, and preparing an annual budget to assist the Board in making financial decisions, in order that the Board may decide the issue of budget allowances.

6.54 The Treasurer is responsible for the preparation of all financial reports as required by Federal and State regulatory agencies.

6.6 NEWSLETTER EDITOR

The Newsletter Editor, as Newsletter Chairperson, will head the Newsletter Committee and have all responsibility for the coordinating of the Newsletter's content and distribution.

6.61 The Newsletter shall be a major instrument of the Association for providing, informing and disseminating data and information regarding woodworking and the activities of the Association.

6.62 The Newsletter Editor shall be responsible for editing and publishing a newsletter that will be mailed to each member at least one week prior to each regular meeting.

6.63 The Editor will accept articles and other items of general interest from other sources and prepare them for publication as space and content permit.

6.64 The Editor will be responsible for the content and context of the newsletter, and for all editorial decisions within the by-laws of the Association and the direction of the Board.

6.7 PROGRAM DIRECTOR

The Program Director, as Program Chairperson, will head the Program Committee and have all responsibility for the coordinating of programs at the monthly meetings and for securing the venues for the meetings. The Program committee will be responsible for selecting the location of the meeting, organizing all special presentations including: technical talks, tool discussions, box contests, and other special presentations.

6.8 MEMBERSHIP DIRECTOR

The membership Director, as Membership Chairperson, will head the Membership Committee and have the responsibility of maintaining the

membership list, issuing membership cards and welcoming new members to the association.

6.9 SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may determine.

6.91 Such subordinate officers shall be, as required, to head special committees at the Board's discretion as is appropriate.

6.92 Said officers would be constituted as Committee Chairpersons.

6.93 Chairpersons would have the authority to chair the select committee they are appointed to, yet accountable to the President and/or Board.

ARTICLE VII: MISCELLANEOUS

7.1 COMMITTEES

The Board of Directors will attempt to establish a number of standing and special purpose Committees to carry out the objectives of this Association as stated in these By-laws.

7.11 The Committees may include, but not be limited to:

- A Program Committee
- A Resource Committee
- A Hospitality Committee
- A Membership Committee
- A Show and Exhibit Committee
- A Nominating Committee
- A Newsletter Committee
- A Toy Workshop Committee
- An Outreach Committee

7.12 Those Committees formed at the discretion of the Board of Directors, shall have no power to act without the expressed permission of the Board. As a Committee, they are empowered only to make recommendations to the Board, and as such, seek approvals.

7.13 A Chairperson will be appointed by the President to oversee the Committee, and will be responsible for the activities of the committee, and develop the format for its assigned activity.

7.131 All committees are required to submit a written proposal for it's own tasks and operations.

7.132 A budget proposal will be presented to the Treasurer for a financial review, and subsequently, forwarded to the Board for final review.

7.133 A written proposal in reference to the format and direction of the Committee shall be presented to the Board for review and acceptance.

7.14 The Board of Directors will not approve Committee recommendations that it deems either to be incomplete or inappropriate. Per the power and authority vested by these bylaws, it seeks to analyze and evaluate for the benefit of the entire Association and its membership.

7.141 Those proposal recommendations not approved may be returned for further study.

7.2 FISCAL YEAR

The fiscal year of the Association shall begin on the first (1st) day of April, and end on the last (31st) day of March in each year.

7.3 EXECUTION OF INSTRUMENTS

The board of Directors, except as in the bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and in such authority may be general and confined to other specific instances; and, unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Association by contract or engagement, or to pledge its credit, or to render it liable for any purpose or any amount.

7.31 All checks and drafts or other orders for payment of monies, notes or other evidence of indebtedness issued in the name of, or payable by the Association shall be signed either by the Treasurer or the President.

7.4 AUDITS

The accounts of the Treasurer shall be audited annually by two other Directors appointed by the President, and their report shall be made available at the regular annual meeting.

7.41 The President, or Vice-President in the absence of the President, may at any time, request an audit of the Accounts, at any time of the year, without reason, in order to verify that the books are being maintained properly, and as defined within the bylaws.

7.411 A financial report to be given at the annual meeting in November, and an annual report at the end of the fiscal year.

7.412 Treasurer shall give a financial report at each Board meeting.

7.5 AMENDMENT OF BY-LAWS

Subject to any provision of law applicable to the amendment of bylaws of non-profit corporations, these bylaws, or any of them, may be altered, amended, or repealed in part or whole, and any new bylaws adopted, only by an acceptance vote of a majority of attending members at an annual or special meeting so designated.

7.6 INSPECTION OF BY-LAWS

The Association shall make the original or a copy of these bylaws, as amended or otherwise altered, certified by the Secretary, available for inspection by the members at all annual, regular, and special meetings.

7.61 All new members will be entitled to, and receive a copy of the bylaws.

7.62 All members will receive a copy of any amendments to the bylaws by the following regular meeting or mailing of the newsletter, whichever is most appropriate, upon the acceptance voting by the attending members at the annual meeting.

7.7 RULES OF ORDER

The rules contained in ROBERT'S RULES OF ORDER, NEWLY REVISED, shall govern all member's meetings and Directors meetings, except in instances of conflict between Robert's Rules of Order and these bylaws, or provisions of law .

7.8 DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of dissolution of the Association, the assets remaining after payment of, or provisions for payment of, all debts and liabilities, shall be distributed as is set forth in the Articles of Incorporation, if any, to such qualified nonprofit fund, foundation, association or corporation as may be selected by the Board of Directors.

7.81 This corporation may be dissolved by a resolution of the Board of Directors after the affirmative vote of two-thirds (2/3) of the number of members present at a meeting of members called and noticed as a special meeting for the purpose of dissolving the corporation known as the BAY AREA WOODWORKER'S ASSOCIATION.

END -

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Bay Area Woodworkers Association

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