

BY-LAWS FOR Zumbro Valley Woodturners,
LOCAL CHAPTER OF THE
AMERICAN ASSOCIATION OF WOODTURNERS, INC.
A NONPROFIT CORPORATION

ARTICLE I - ORGANIZATION

The membership will be drawn primarily from Southern Minnesota, centered about Rochester, not excluding surrounding states or areas.

ARTICLE II - CONTACT, RECORDS AND FUNDS

The principal contact of this Chapter will be the current President. Appropriate records will be kept jointly with the current President, Secretary, and Treasurer. Access to and use of funds generated will be determined by the Board of Directors.

The Board of Directors may, at its discretion, designate ZVW funds for contribution to other organizations or individuals that are fulfilling the purposes of the AAW or the ZVW. No funds will be given to religious or political causes or organizations. Only current funds may be designated. Pledges encumbering future funds are prohibited. A meeting of the B.O.D. must be held to vote on contributions.

ARTICLE III - RELATION OF CHAPTER TO THE CORPORATE ORGANIZATION

All board members of the Zumbro Valley Woodturners agree to be members in good standing of the American Association of Woodturners, Inc.

While it is understood that the parent organization will provide advice and counsel as requested, local chapters are advised that the nature and extent of their activities are left to their discretion. Demonstrations, while probably part of the normal activities of the Local Chapters, are to be conducted solely at the discretion of Local Officers, and all safety and instruction is to be under their explicit direction and control.

The national office strongly recommends placing some sort of sign or notice on or around any lathe used for demonstration; that safety eye protection must be worn and a full face shield when needed. Use a dust mask and wear hearing protection. The lathe is a potentially dangerous instrument only to be used with Chapter approved supervision.

ARTICLE IV - PURPOSES

The general purposes of the parent organization are: To foster a wider understanding and appreciation of lathe turning as a traditional and contemporary craft and a form of art among the general public, hobbyist turners, part time turners, and professional turners. The Chapter's purposes, in addition to supporting the parent organization are; 1. To provide a meeting place for local Woodturners; 2. To share ideas and techniques regarding this craft; 3. To trade woods; 4. To exchange ideas about tools and to learn from each other; 5. Promote exhibitions and activities involving the general public.

ARTICLE V - MEMBERSHIP FEES

Annual membership fees for the Zumbro Valley Woodturners Chapter of the American Association of Woodturners will be as determined by the Board of Directors. Annual dues for the chapter will be collected by the chapter treasurer. The Treasurer will confirm that members have paid AAW dues directly to the AAW for each year.

ARTICLE VI - MEETINGS

The Chapter will meet once a month at varying times and locations as determined by the board of directors. The meeting date, time, location and subject will be published via e-mail or other medium as determined by the board of directors, a minimum of 10 days before the meeting.

The quorum for conducting business at a general membership meeting will be 25% of paid membership in attendance, unless otherwise required by these bylaws.

The Board of Directors will meet as necessary when determined by the President and upon notification of all Board Members. The Vice President or second ranking officer may call a board meeting if the President fails to act within a reasonable time since the previous meeting. The quorum for conducting business at a Board of Directors Meeting will be 60% of the board attending unless otherwise required by these by-laws.

- A. Composition. The Board of Directors shall consist of no fewer than 3 & no more than 11 paid up members of the Zumbro Valley Woodturners.
- B. Election. The Directors shall be elected to two year terms by a majority vote of a quorum in attendance at the election meeting. The election will be held yearly for half of the Directors to prevent a complete change of the board.
- C. Removal. Any Director elected or appointed may be removed when it is deemed that the best interests of the Chapter would be served by such removal. This would be accomplished by a majority vote of the Chapter's members who are present at a properly announced meeting with a quorum present at the time of the vote or by a two thirds majority vote of the board of directors at a board meeting with a quorum present.
- D. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a majority vote of the board of directors for the unexpired portion of the term.
- E. Officers. Officers shall be elected by the Board of Directors annually immediately following the election of Directors. All Directors are not required to be officers. Officer positions may be created or eliminated by a vote of the Board of Directors. Duties may be changed, combined or eliminated by vote of the Board of Directors, or direction of the President. Possible officer positions and duties are as follows:

President. The President shall be the principal executive officer of the Chapter; His/her duties include: 1.) Supervise and control all of the business and affairs of the Chapter, 2,) Conduct Chapter meetings, 3.) Delegate responsibilities as necessary.

Vice President. In the absence of the President or in the event of His/her death, inability, refusal to act, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President.

Secretary. The Secretary shall keep the minutes of the Chapter's Board meetings and keep minutes at general membership meetings where chapter business is conducted. The secretary will formalize the meeting minutes, distribute them to the board members and maintain a file of the minutes. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the president.

Treasurer. The Treasurer shall collect all membership fees and all other moneys belonging to the Chapter, he/she will be responsible for keeping current and accurate records of all moneys that flow through the Chapter, In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time, may be assigned to him/her by the president.

Librarian. Maintain all publications/recordings, bring the library to meetings and handle the checkout and returns.

Membership Services. Provide personnel contact with new members, provide new member materials, and coordinate the membership list with other Board members.

Newsletter Editor. The Editor will work with the other board members to report on all functions of the club and will solicit and edit articles for the newsletter The editor will compile all of the various pieces of information into the newsletter.

ARTICLE VII - INDEBTEDNESS

AAW's national office MUST be notified in writing PRIOR to a Local Chapter incurring any indebtedness for AAW.

ARTICLE VIII - AMERICAN ASSOCIATION OF WOODTURNERS DISCLAIMERS
FISCAL AND LEGAL

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

Article IX - DISSOLUTION OR CESSATION OF OPERATION

In the event of the dissolution or cessation of operation of the Zumbro Valley Woodturners, all assets, including cash, equipment, library materials, records, will be donated to the AAW.

At the discretion of the Board of Directors, physical assets may be auctioned, sold, or otherwise monetized with the proceeds being donated to the AAW.

ARTICLE X - AMENDMENTS

These by-laws may be altered, or repealed and new By-laws may be adopted by a vote of a majority of paid-up members of the chapter present at a general membership meeting or a Board of Directors meeting, if the meeting is properly announced and a quorum is present. Copies of all modifications to these by-laws MUST be filed with the national office of AAW.

These By-Laws passed by the Board of Directors 2/24/09.