

Woodworkers of Central New York, Inc.

Bylaws



ARTICLE I

NAME

The name of the organization shall be the "Woodworkers of Central New York, Inc." and here-in-after referred to as "Woodworkers CNY". The principal office of the corporation shall be located at a location determined by the Board of Directors.

ARTICLE II

MISSION

The mission of the Woodworkers CNY is both social and educational and includes activities and programs:

- (1) To advance the art and craft of woodworking in all its forms;
- (2) To share knowledge, skill, and experience regarding woodworking;
- (3) To explore new methods and techniques for advancing woodworking as an art and craft; and
- (4) To contribute to the general community through educational programs and community services.

PURPOSE

The Woodworkers CNY is formed and shall operate for "charitable, scientific, and educational" purposes as those terms are defined within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or may be hereafter amended. The primary mission is to coordinate and deliver a wide range of educational opportunities for woodworkers and people interested in woodworking as an art or craft.

PROHIBITED ACTIVITIES

The Woodworkers CNY was formed for charitable and educational purposes as noted in this section and recognizes that it is prohibited from undertaking activities which impermissibly benefit private interests or any private person or individual. The Woodworkers CNY shall not attempt to influence legislation nor engage in any political campaign on behalf of any candidate for public office. The Woodworkers CNY shall not engage in any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code

ARTICLE III

MEMBERSHIP

Section 1: Individual membership in Woodworkers CNY is open to anyone 18 years of age or older by applying for membership, paying the annual dues, and willing to follow the mission of Woodworkers CNY.

Section 2: Junior membership is open to anyone from age 8 to 17 years of age, under the sponsorship and accompaniment of a legal guardian, who must be a Woodworkers CNY member. Junior Members are non-voting members who must apply for membership, pay the annual dues, and be willing to follow the mission of Woodworkers CNY.

Section 3: Family membership is open to adults 18 years of age or older in an immediate family and may include children who wish to be Junior members. The application for membership must show the names and ages of each person. The applicants shall pay the annual dues and be willing to follow the mission of Woodworkers CNY.

Section 4: Honorary membership is open for nominations to recognize current or former members and/or other individuals who have either made long term contributions to woodworking in Central New York and/or reached the age of 90. All members nominated, by a member in good standing, for honorary membership must be approved by a two-thirds majority vote of the Board. Honorary members have full rights as a member of Woodworkers of CNY.

Section 5: A one-day, one-time only membership is available for interested persons for the sole purpose of attending a workshop or any other Board approved one day educational event. If the individual joins the

club by the end of the next regularly scheduled meeting of the club, the cost of the one-day, one-time membership for the workshop or educational event will be applied to their yearly dues.

Section 6: Other categories of membership can be established by the Board of Directors with the membership approval.

Section 7: Members in good standing of Woodworkers CNY shall be eligible to participate in its meetings, vote upon any matters properly presented before the membership at a meeting, or to serve in any elective or appointed positions. A member in good standing is a person whose dues are paid in full and is willing to follow the mission of Woodworkers CNY.

ARTICLE IV

MEMBERSHIP FEES

The Board of Directors of Woodworkers CNY, with the membership approval, shall set dues for all membership categories. Dues are payable on or before March 1st for the calendar year. Dues are not prorated and shall be paid in full for a calendar year. All memberships expire at the end of the calendar year.

ARTICLE V

MEETINGS

Bi-monthly meetings of the Woodworkers CNY Board will be held in January, March, May, July, September, and November and an annual meeting of the Board and all membership in December unless suspended or changed by the President or Board of Directors of Woodworkers CNY. The President or three Board members may call special meetings at any time. The membership shall receive notice of all Board, Committee, and Annual meetings through announcements in the monthly newsletter and website of Woodworkers CNY. The membership shall receive notice of any special meetings of the general membership or of the Board seven (7) days prior to the meeting and notification shall be published on the Woodworkers CNY website, and, in addition, by email to the membership or the Board.

ARTICLE VI

OFFICERS AND BOARD MEMBERS

The officers of the Woodworkers CNY are: *President, Vice President, Treasurer, and Secretary*. Officers must be members in good standing of Woodworkers CNY including affiliation with any of its Committees of the Corporation. The duties of the Officers are:

Section 1 – President: The President shall preside at all Board meetings and shall be the Chairperson of the Board of Directors. The President shall issue the call for all regular and special meetings. The President shall appoint and supervise functions of the various Ad Hoc committees. The President shall see that regular elections are held in accordance with the By-Laws of the Woodworkers CNY. The President is an ex-officio (non-voting) member of all committees.

Section 2 – Vice President: The Vice President, in absence of the President or if the President is unable to perform the duties described above, will perform those duties and have, during the President's absence, the same responsibilities and authority as the President. The Vice President shall assist other committees and Chairs of committees on special subjects or as designated by the President.

Section 3 – Secretary: The Secretary shall keep the minutes of all Woodworkers CNY Board meetings, including special meetings. All minutes shall be maintained current and copies made available to all members in good standing upon reasonable request. The Secretary shall be responsible for notifying members of regular and special meetings and all other activities that affect the membership. Notifications maybe in written and/or electronic form and sent at least 3 days in advance of a meeting. The Secretary shall carry out all correspondence requested by the Officers and Board of Directors.

Section 4 – Treasurer: The Treasurer shall, under the supervision of the Board of Directors, keep accounts of all monies received and expended for the use of Woodworkers CNY and shall make disbursements upon receiving vouchers approved in writing by one other officer or a Chair of a Committee of the Corporation. The treasurer shall deposit all monies received to the credit of Woodworkers CNY in a bank, credit union, or trust company approved by the Board of Directors and make a report at Board

meetings or when called upon by the President. Funds may be drawn only upon signature of the Treasurer or President, if the Treasurer is unavailable. The funds, books, and vouchers shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. Each year the Treasurer shall prepare a budget of projected income and expenses, in consultation with the Financial Oversight Committee, and prepare a report on the financial condition of the Woodworkers CNY for acceptance of and distribution to the Board at November meeting and to the membership at the annual meeting in December. The Treasurer shall prepare or cause to be prepared an annual financial statement and file any required government reports in January for the prior year's financial activities. At the expiration of the term of office, all books, monies, and other properties are to be delivered to the successor, or in the absence of a Treasurer-elect, to the President. The Treasurer is a member of the Financial Oversight Committee and shall not serve as its Chair.

Section 5 – Board Members: Board Members are responsible for representing the membership's interests at the bi-monthly Board of Directors meetings, annual meeting, and any special meetings. Board members who serve as Chairs of Committees of the Corporation are responsible for representing the interests of the members within their committee membership. All Board members shall be responsive to mail, email, and meeting discussions among members of the Board.

Section 6 - Removal of Officers and Board Members: Any one or more of the Officers and Board Members may be removed either with or without cause, at any time by a vote of two-thirds of the Board at any special meeting called for that purpose.

Section 7 - Replacement of Officers and Board Members: Any vacancy in the office of the President is to be replaced by the Vice-President. Offices of the Vice-President, Secretary and Treasurer and Board Members may be replaced by a vote of two-thirds of the Board present at any special meeting called for that purpose.

ARTICLE VII

BOARD OF DIRECTORS

The Board of Directors shall be comprised of:

- (1) Four elected and seated officers;
- (2) Chairs of the four Committees of the Corporation; and
- (3) At least three members shall be elected from the general membership to serve as Board Members.

The Board of Directors is empowered to make decisions for the membership regarding Woodworkers CNY programs and activities.

Section 1 – Absence: Should any Board Member be absent from two consecutive meetings of the Board without sending a communication to the President or Secretary stating the reasons for so doing, and if the excuse should not be accepted by the members of the Board, the seat on the Board may be declared vacant, and will be filled under the provisions of the following section.

Section 2 – Vacancies: Whenever any vacancy occurs on the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a regular meeting or at a special meeting to be called for that purpose. The election shall be held within sixty days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Director being replaced.

Section 3 - Removal of Directors: Any one or more of the Directors may be removed either with or without cause, at any time by a vote of two-thirds of the Board members present at any special meeting called for that purpose.

ARTICLE VIII

QUORUM AND VOTING

Section 1: A quorum at Board meetings shall be defined as a simple majority of members of the Board of Directors; however, at least two club officers must be included in that quorum. Approval of a motion at a Board meeting requires a two-thirds majority of the Board for approval. Any one or more members of the Board or any Committee who are not physically present at a meeting of the Board or a Committee

may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each person can participate in all matters before the Board or Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or Committee.

Section 2: A quorum at an Annual or special meeting of the general membership shall be defined as ten (10) percent-of the members in good standing; however, at least two club officers must be included in that quorum. Approval of a motion at an Annual or special meeting of the general membership requires a simple majority of the membership present. The President, or acting President, if necessary, may cast the deciding vote.

ARTICLE IX

ELECTIONS AND TERMS

The Officers and Board Members shall be elected by a two-thirds majority vote of the membership present during the December Annual Meeting. All Officers and Board Members are elected for two-year terms. The term-year starts on January 1 following the Annual Meeting election in December. The term for Officers shall begin in January of even numbered years and Board Members shall begin terms of office in January of odd numbered years. There shall be no maximum number of terms an Officer or Board Member shall be eligible to serve.

ARTICLE X

BUDGET AND EXPENDITURES

Section 1: An annual budget shall be developed and submitted by the Treasurer, in consultation with the Financial Oversight Committee, to the Board at the November Board meeting, and it must include budget allocations for the programs and activities for each Committee of the Corporation. A two-thirds majority of the quorum at the November Board meeting must approve the proposed budget prior to its presentation to the general membership at the December Annual meeting.

Section 2: A two-thirds majority of general members who attend the annual meeting, in good standing and constituting a quorum at the meeting, must approve the annual budget at the December Annual Meeting.

Section 3: The Board must approve, by a two-thirds majority, all un-itemized budget expenditures of \$300 or more, or expenditure items that will exceed the budgeted amount by \$300 or more.

ARTICLE XI

COMMITTEES OF THE CORPORATION

The Chairs of the Committees of the Corporation shall serve a term of two years and are elected by the general membership at the Annual Meeting in December. The Chair of each Committee of the Corporation shall serve on the Board for the Woodworkers CNY and conduct the business of the committee in accordance with Woodworkers CNY policy, disbursement and management of funds, or other matters specifically contained in these By-Laws. Committees shall consist of an elected Chair and three to five members in good standing of Woodworkers CNY. Members of the committee shall be named by the President in consultation with the Chair of that committee. Members in good standing in Woodworkers CNY may attend all the monthly meetings, activities, and programs conducted by each Committee of the Corporation.

Section 1 – Woodturning Committee: The committee and its members support the mission of the Woodworkers CNY and, in addition, supports the general purposes of the American Association of Woodturners (AAW) organization. The Chair shall be a member of the American Association of Woodturners (AAW).

Section 2 – Woodworking Committee: The committee and its members support the mission of the Woodworkers CNY and, in addition, supports the committee's general purpose to conduct programs and activities related to the art and craft of general woodworking.

Section 3 – Wood Carving Committee: The committee and its members support the mission of the

Woodworkers CNY and, in addition, supports the committee's general purpose to conduct programs and activities related to the art and craft of general wood carving.

Section 4 – Wood Scrolling Committee: The committee and its members support the mission of the Woodworkers CNY and, in addition, supports the committee's general purpose to conduct programs and activities related to the art and craft of general wood scrolling.

STANDING COMMITTEES OF THE BOARD

The Chairs of the Standing Committees of the Board shall serve a term of one year and are appointed by the President, with the approval of the Board of Directors, from among the Board members or the general membership in good standing. Appointment as a Chair of a Standing Committee constitutes appointment to the Board for the one-year term or the duration of the Committee and includes full rights as a Board member. The Chairs of the Standing Committees of the Board shall serve the Woodworkers CNY and conduct the business of the committee in accordance with Woodworkers CNY policy, disbursement and management of funds, or other matters specifically contained in these By-Laws.

Section 1 – Financial Oversight Committee: The President, with the approval of the Board of Directors, shall appoint each year a chairperson and two committee members to work with the Board on an annual financial program and budget to support the activities and programs of Woodworkers CNY. The Treasurer shall be a member of the Financial Oversight Committee.

Section 2 – Nominating Committee: The President, with the approval of the Board of Directors, shall appoint in September of each year a nominating committee consisting of five members in good standing with the immediate past President as chair, if available. The nominating committee will offer its nominations for Officers and Committee Chairs at the November Board meeting. At the Annual meeting in December, additional nominations of members who have agreed to serve, if elected, may be made from the floor prior to holding the election.

Section 3 – Charitable Giving Committee: The President, with the approval of the Board of Directors, shall appoint each year a chairperson and two committee members to work with the Board on an annual program to support charitable organizations within the community. The chair shall obtain approval of the Board on all matters pertaining to their committee that involve Woodworkers CNY policy, disbursement and management of funds, or other matters specifically contained in these By-Laws.

Section 4 – Ad Hoc Committees: The President, with the approval of the Board of Directors, may authorize the formation of ad-hoc or standing committees as needed. Each new Committee shall have a chairperson appointed by the President from among the Board members or the general membership in good standing with the approval of the Board of Directors. Committees shall obtain approval of the Board on all matters pertaining to their committee that involve Woodworkers CNY policy, disbursement and management of funds, or other matters specifically contained in these By-Laws.

ARTICLE XII

INDEMNIFICATION

Woodworkers CNY shall, to the full extent permitted by law, indemnify, defend and hold harmless each Officer and Director of the Woodworkers CNY against action or proceeding, whether civil or criminal, by reason of the fact that such person was or is an Officer or Director of Woodworkers CNY, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts or omissions were committed in bad faith or were the result of active and/or deliberate dishonesty and were material to the cause of action so adjudicated and, in criminal actions or proceedings, that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending proceeding unless the Woodworkers CNY Board has given its prior written consent to such settlement or disposition. The Woodworkers CNY shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent of sufficiency, as such is determined from time to time by the Woodworkers CNY Directors.

ARTICLE XIII

DISSOLUTION

The Woodworkers CNY organization may be dissolved by two-thirds vote of all the members in good standing. Upon the dissolution of the Woodworkers CNY, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Woodworkers CNY, dispose of all assets of the Woodworkers CNY to a organization of similar purpose having designation under section 501(c) (3) of the U.S. Internal Revenue Code. In the event of dissolution, no member of Woodworkers CNY shall be entitled to any distribution or division of the Woodworkers CNY remaining property or its proceeds.

ARTICLE XIV

RELATIONSHIP TO THE AMERICAN ASSOCIATION OF WOODTURNERS

Woodworkers CNY Committee of the Corporation on Woodturning is a chapter in the *American Association of Woodturners* (AAW) nonprofit corporation. The Chair of the Woodworkers CNY Committee on Woodturning shall agree to be a member of good standing in AAW. The Committee will encourage all members to become members of AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Woodworkers CNY Committee on Woodturning. The AAW does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the Woodworkers CNY Committee on Woodturning. The Corporate Board of Directors of AAW is not responsible for the debts nor shares in the profits of the Local chapters. The Woodworkers CNY Committee on Woodturning specifically disassociates itself from any debts, obligations, or encumbrances of the AAW. The Woodworkers CNY Committee on Woodturning does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the AAW. The Board of Directors of Woodworkers CNY is not responsible for the debts nor shares in the profits of the AAW.

While it is understood that AAW 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 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.

ARTICLE XV

RULES OF ORDER

Although it is the intention of the Woodworkers CNY to be as informal as possible, Robert's Rules of Order, as amended, will prevail in all disputed matters brought to the Board or membership.

ARTICLE XVI

OFFICIAL RECORDS

Official records of Woodworkers CNY must be maintained by Officers while conducting their duties and will be retained in written form or other format as appropriate for a period of time as prescribed by law.

ARTICLE XVII

AMENDMENTS

These By-Laws or any provision of these By-Laws may be added to, amended or repealed by resolution adopted by two-thirds of the Woodworkers CNY membership present at an Annual meeting or a special meeting called for this purpose.

These By-Laws were originally adopted by the initial 3-member Board of the Woodworkers of Central New York, Inc. at its Board meeting on December 19, 2017 at Baldwinsville, NY.

These By-Laws were revised and adopted by the Board of the Woodworkers of Central New York, Inc. at its Board meeting on November 19, 2019 and by the membership at the Annual Meeting on December 9, 2019 in Baldwinsville, NY.