

**BY-LAWS
OF
CAPITAL AREA WOODTURNERS, INC.**

Contents

ARTICLE ONE	3
NAME, OFFICES AND PURPOSES	3
Section 1. Name and Offices	3
Section 2. Purposes	3
ARTICLE TWO.....	4
MEMBERSHIP, DUES AND VOTING RIGHTS.....	4
Section 1. Membership and Voting Rights.....	4
Section 2 Dues and Fees.....	5
Section 3 Default and Termination of Membership.....	5
ARTICLE THREE.....	5
BOARD OF DIRECTORS	5
Section 1. General Powers.	5
Section 2. Number, Appointment, Tenure and Removal.....	5
Section 3. Meetings.....	6
Section 4. Special Meetings.....	6
Section 5. Waiver of Notice.....	6
Section 6. Quorum.	6
Section 7. Board Decisions.....	6
Section 8. Vacancies.....	6
Section 9. Compensation.	7
ARTICLE FOUR	7
OFFICERS.....	7
Section 1. Officers.	7
Section 2. Term of Office.	7
Section 3. Removal.....	7
Section 4. Vacancies.....	7
Section 5. Powers and Duties.....	7
Section 6. Compensation.	9
ARTICLE FIVE.....	9

COMMITTEES.....	9
Section 1. Committees of Directors.....	9
Section 2. Other Committees.....	9
ARTICLE SIX.....	9
CONTRACTS, CHECKS, DEPOSITS, AND GIFTS.....	9
Section 1. Contracts.....	10
Section 2. Checks, Drafts, or Orders.....	10
Section 3. Deposits.....	10
Section 4. Gifts and Grants.....	10
ARTICLE SEVEN.....	10
BUDGET AND FISCAL YEAR.....	10
Section 1. Budget.....	10
Section 2. Fiscal Year.....	10
ARTICLE EIGHT.....	10
MEMBERSHIP MEETINGS.....	10
Section 1. Annual Membership Meeting.....	11
Section 2. Quorum and Voting Requirements.....	11
Section 3. Proxies.....	11
Section 4. Special Membership Meetings.....	11
Section 5. Regular Membership Meetings.....	11
ARTICLE NINE.....	11
SEAL.....	11
ARTICLE TEN.....	12
WAIVER OF NOTICE.....	12
ARTICLE ELEVEN.....	12
INDEMNIFICATION.....	12
ARTICLE TWELVE.....	12
NET PROFITS.....	12
ARTICLE THIRTEEN.....	12
DISTRIBUTION IN THE EVENT OF TERMINATION.....	12
ARTICLE FOURTEEN.....	12
AMENDMENT OF BYLAWS.....	12
ARTICLE FIFTEEN.....	13
RELATIONSHIP WITH THE AMERICAN ASSOCIATION OF WOODTURNERS	13

ARTICLE ONE NAME, OFFICES AND PURPOSES

Section 1. Name and Offices

The name of the corporation shall be Capital Area Woodturners, Inc., as specified in the Articles of Incorporation and the principal office of the corporation shall be located at the address of its then current Chairman of the Board of Directors/President if the Chairman is a resident of Virginia. If the Chairman is not a resident of Virginia, then the principal office shall be located at the residence of such other director located in Virginia as the Board of Directors may prescribe. The corporation may have such other offices and may conduct its business at such other locations as the Board of Directors may determine from time to time.

Section 2. Purposes

(A) The corporation is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, and its mission is to educate woodturners, its members and the public, in and about the art and craft of woodturning. This purpose will be accomplished by encouraging, providing and facilitating the establishment of training programs for woodturners; by disseminating information about technique, safety, sources of material and equipment; by exposing the art of woodturning to the public; and by serving as a center of information about woodturning for members, schools, galleries, and other interested groups and the general public.

(B) The corporation is organized exclusively for the purposes set forth above, including, for such purposes, the making of distributions of funds or educational materials to similar organizations to the extent permitted by Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax Code.)

(C) To further the purposes set forth herein, the corporation may engage in any lawful act or activity for which nonprofit, nonstock corporations may be organized under the laws of Virginia. The corporation shall have all of the powers granted to corporations under the laws of the Commonwealth of Virginia.

(D) Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the corporation shall not carry on any activity nor exercise any power that is (1) not permitted or in furtherance of the exempt purposes of organization as set forth in the subsection of Section 501(c) of the Internal Revenue Code or any amendment or recodification thereof, under which the corporation may choose to qualify for exemption or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or any amendment or recodification thereof.

(E) No part of the activities of the corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

ARTICLE TWO MEMBERSHIP, DUES AND VOTING RIGHTS

Section 1. Membership and Voting Rights.

The corporation shall have the classes of membership with the voting rights and privileges as specified herein. Any person, firm, organization or corporation engaged in woodturning, or interested therein, may become a member of the corporation as set forth in these bylaws. Any regular, family, lifetime or honorary member shall be entitled to attend and participate in all membership meetings, skill enhancement sessions, demonstrations, symposia or other events sponsored by the corporation on such terms and in accordance with such rules as the Board of Directors may prescribe.

Regular Membership - A regular member is any one person, business, or corporation who practices woodturning as a profession or avocation or is interested in woodturning. A regular member shall pay dues annually at the rate established for regular membership, from time to time, by the membership. A regular member shall have the right to one (1) vote on any issue that may come before the membership pursuant to the Articles of Incorporation or these Bylaws. Active Duty military will pay at 50% of the rate for regular members.

Dual Membership – A Dual member is a Regular member in good standing of another reciprocating woodturning club. A Dual member shall pay \$20 in dues annually. Dual members shall be entitled to all privileges of membership on the same basis as Regular members.

Family Membership - A family membership is available to all people living together in a household who practice woodturning as a profession or avocation or are interested in woodturning. A family membership shall pay dues annually at the rate established for family membership, from time to time, by the membership. A family membership shall have the right to no more than two (2) votes on any issue that may come before the membership pursuant to the Articles of Incorporation or these Bylaws regardless of the number of members in the family. Family members are invited to attend special functions and demonstrations. They will pay the appropriate fee.

Lifetime Membership – A lifetime membership may be bestowed by the Board of Directors on any individual who is a regular or family member in recognition for long and exemplary services rendered to the corporation or to the craft of woodturning. Lifetime members shall pay no dues and shall be entitled to all other privileges of membership on the same basis as regular members. Any member who is 80 years old or older is eligible for Lifetime Membership.

Honorary Membership – An honorary membership may be bestowed by the Board of Directors on any individual who is not a regular or family member in recognition for long and exemplary services rendered to the corporation or to the craft of woodturning. Honorary members shall pay no dues and shall not have the right to vote on any issue but shall be entitled to all other privileges of membership on the same basis as regular members.

Section 2 Dues and Fees

The Board of Directors shall annually propose the rate of dues to be charged to regular and family members which rate shall be approved by the membership. Dues shall be due on such date as the Board of Directors may prescribe. The Board of Directors may also establish fees to be charged to members for video or equipment rentals or attending or participating in special events and demonstrations, including demonstrations that may occur at regular membership meetings.

Section 3 Default and Termination of Membership

When any regular or family member shall be in default in the payment of dues for a period of two months from the date on which such dues become due and payable, his or her membership will thereupon be terminated.

**ARTICLE THREE
BOARD OF DIRECTORS**

Section 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors. The members of the Board of Directors shall be officers of the corporation as provided in these bylaws. The President of the corporation shall serve as the chairman of the Board of Directors, the Vice President of the corporation shall serve as vice chairman of the Board of Directors.

Section 2. Number, Appointment, Tenure and Removal.

The directors of the corporation shall be not fewer than five (5) individuals elected by the membership of the corporation having voting rights. The initial Board of Directors shall consist of seven (7) individuals as set forth in the Articles of Incorporation. The Board of Directors shall be elected by an affirmative vote of a majority of the membership at the annual membership meeting and shall take office on January 1 of the following calendar year. The number of directors constituting the Board of Directors may be increased or decreased within the limits set forth above by an affirmative vote of a majority of the membership. All directors shall be regular or family members of the corporation.

The term of office for a director shall be one year or until the election and qualification of his successor. Directors of the corporation may be removed from office, with or without cause, by an affirmative vote of the membership at a special membership meeting called for that purpose.

Section 3. Meetings.

The Board of Directors shall meet at least once annually at such time, place and location as the chairman of the Board of Directors may designate. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by, or at the request of, the chairman or any two directors, and shall be held at the principle office of the corporation or at such other place as the directors may determine. Notice of any special meetings of the Board of Directors shall be given at least five days previously thereto by written notice, delivered personally, or sent by mail, or e-mail, transmission to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any special meeting.

Section 5. Waiver of Notice.

A director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express and sole purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these Bylaws.

Section 6. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions.

The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors of the corporation shall be filled by appointment by the remaining members of the Board of Directors.

Section 9. Compensation.

The members of the Board of Directors shall not receive any compensation for their services, but the corporation may, by resolution, authorize the reimbursement of directors for actual sums expended on behalf of the corporation.

ARTICLE FOUR OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer, a Program Director, an Operations Director, and a Newsletter Editor. The officers of the corporation shall be directors of the corporation and shall have the authority and duties as prescribed herein. The Board of Directors may appoint such other officers, who shall not be directors, as it shall deem desirable. Such officers shall have the authority and perform the duties as prescribed, from time to time, by the Board of Directors.

Section 2. Term of Office.

The officers of the corporation shall be elected by an affirmative vote of a majority of the membership at the annual membership meeting and shall take office on January 1 of the following calendar year. The term of office shall be one year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly appointed and qualifies.

Section 3. Removal.

Any officer elected by the membership may be removed by an affirmative vote of a majority of the membership present and voting at a special membership meeting called for that purpose, whenever, in its judgment, the best interests of the corporation would be served thereby. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties.

The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

President - The President shall be the principal executive officer of the corporation and shall serve as the Chairman of the Board of Directors. The President shall supervise and control the day to day business and affairs of the corporation and shall conduct the corporation's membership meetings.

Vice President - The Vice President shall conduct membership meetings in the absence of the President and in the event of the President's death, inability, resignation or removal shall accede to the office of President. The Vice President shall be in charge of membership maintenance and shall perform such other duties as may be assigned by the President or the Board of Directors.

Secretary – The Secretary shall keep the minutes of the meetings of the Board of Directors, officers and membership and see that all notices required by law or these bylaws are duly provided. The Secretary shall maintain a set of Standard Operational Policies that may from time to time be approved by the membership. The set shall be keyed to the minutes of the meeting at which the policy was adopted or modified. The Standard Operational Policies shall be available to any member in good standing. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

Treasurer – The Treasurer shall collect all membership dues and fees and all other moneys belonging to the corporation. The Treasurer shall keep current and accurate books of account and records of all moneys that flow through the corporation and disburse corporate funds only in accordance with duly authorized expenditures. The Treasurer shall maintain a list of all members and their current status. The Treasurer shall make a verbal report of the status of the treasury at each membership meeting and shall provide the Secretary and the Newsletter Editor with the balance of the treasury and a list of the receipts and expenditures since the last newsletter summary. The Treasurer shall provide the President, and any other member the President may designate, a copy of all expenditures and receipts made or received and an annotated copy of the most recent bank statement. This report shall also be available to any member in good standing. The Treasurer will provide quarterly financial reports to the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board of Directors.

Operations Director - The Operations Director shall be the liaison between the corporation and administrators of the meeting facility for scheduling monthly meetings, Skill Enhancement workshops, and demonstrator workshops, as required, and any other activity requiring use of rooms at a facility.

The Operations Director shall be responsible for the set up of all equipment for the regular scheduled membership meetings and demonstrator workshops.

The Operations Director shall be responsible for upkeep and maintenance of all woodturning equipment, i.e., lathes, turning tools, chucks, band saws, vacuum cleaners, compressor, etc, for their purchase or replacement, and new equipment, as required.

The Operations Director shall coordinate Skill Enhancement workshops. A sign-in sheet will be maintained, shop fees will be collected, and safe-working conditions will be adhered to. All expenses for normal operation of the woodshop such as glue, band saw blades, new tools, grinding wheels, etc shall be covered by the shop fee.

Program Director – The Program Director shall plan and organize programs for each membership meeting and shall be the official contact for all demonstrators presenting at the monthly membership meetings or at special events sponsored by the corporation.

Newsletter Editor – The Newsletter Editor shall be responsible for coordinating, composing, editing, producing and distributing the newsletter to the membership and other selected recipients. The newsletter shall assist the corporation in its purpose of educating woodturners, members and the public, in and about the art and craft of woodturning.

Section 6. Compensation.

The officers of the corporation shall not receive any compensation for their services, but the corporation may, by resolution, authorize the reimbursement of officers for actual sums expended on behalf of the corporation.

ARTICLE FIVE COMMITTEES

Section 1. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by the President.

ARTICLE SIX CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

Section 1. Contracts.

The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors, in the absence of such determination by the Board of Directors, such instruments in amounts less than \$2000 shall be signed by the Treasurer and such instruments in amounts of \$2000 or more shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited from time to time by the Treasurer to the credit of the corporation in such banks, trust companies, or other depositories insured by the FDIC or other federally insured corporation as the Board of Directors may select.

Section 4. Gifts and Grants.

The Board of Directors may accept on behalf of the corporation any contribution, grant, gift, bequest, or devise for any purpose of the corporation.

ARTICLE SEVEN BUDGET AND FISCAL YEAR

Section 1. Budget.

The Board of Directors of the corporation shall annually prepare a proposed budget for the next fiscal year, which shall be submitted to the membership for approval.

Section 2. Fiscal Year.

The fiscal year of the corporation shall begin on the first day of January of each year and end at midnight on the 31st day of December of that year. The Board of Directors may, by resolution, elect to change the fiscal year to such other fiscal year if it determines that such change is in the best interest of the corporation.

ARTICLE EIGHT MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting.

The annual membership meeting shall be held in October of each year, or at such other time as the Board of Directors may prescribe. The election of officers and directors shall occur at the annual membership meeting and those elected shall take office the following January 1. The Board of Directors shall use its best efforts to give notice to the membership of a slate of candidates for office in the newsletter immediately preceding the annual meeting. No other notice shall be required, but additional notice may be provided at the discretion of the Board of Directors. Additional nominations of candidates for office shall be received from the floor.

Section 2. Quorum and Voting Requirements

The presence in person or by proxy of 25% of members of the corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at the annual membership meeting. Regular and family members are entitled to vote as provided in these Bylaws if their dues are current. Election shall be by affirmative vote of a majority of the members present and voting.

Section 3. Proxies

Every member of the corporation entitled to vote at any regular, annual or special membership meeting may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution. The original proxy shall be provided to the President or other officer conducting the meeting at the time the votes are cast.

Section 4. Special Membership Meetings

Special membership meetings may be called by the Board of Directors. Upon written request of 20% of the corporation's membership, the Board of Directors shall call a special meeting to consider a specific subject. Notice of a special meeting shall be published in the corporation's newsletter, at least 30 days prior to the date of the special meeting. The notice will show the time and place of the meeting and will include a proposed agenda. Quorum and voting requirements shall be the same as those for the annual membership meeting.

Section 5. Regular Membership Meetings

The Board of Directors shall endeavor to conduct monthly meetings for the membership at such time and location as they may determine to assist the corporation in its purpose of educating woodturners, members and the public, in and about the art and craft of woodturning.

ARTICLE NINE SEAL

The Board of Directors may provide a corporate seal, which may be circular in shape, with the words, *Capital Area Woodturners, Inc.*, around the circumference, and the word *seal* in the center. The Board of Directors may, by resolution, designate such other form of seal as it may, from time to time, specify.

ARTICLE TEN WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of law of the Commonwealth of Virginia, the Articles of Incorporation, or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN INDEMNIFICATION

The Board of Directors may, by resolution duly adopted, indemnify and advance expenses to any director, officer or employee or agent of the corporation for any liability or expenses incurred by that individual in good faith and in his official capacity to the maximum extent permitted by law.

ARTICLE TWELVE NET PROFITS

The corporation is not operated for profit. Any net profits earned by the corporation in excess of its costs and expenses incurred and in excess of the corporation's needs for both capital and non-capital items shall be used by the corporation to further its public educational purposes.

ARTICLE THIRTEEN DISTRIBUTION IN THE EVENT OF TERMINATION

In the event of the dissolution or termination of the corporation, no member, director, officer or employee shall be entitled to any distribution or division of its remaining property or proceeds, and any balance of the corporation's property, received from any source, shall, after payment of all debts and obligations of the corporation, be distributed exclusively to one or more exempt organizations, with similar purposes, in accordance with the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 as the same now exists or may, from time to time, be amended.

ARTICLE FOURTEEN AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the members present at any regular membership meeting or at

any annual or special membership meeting, if at least fourteen (14) days notice is given in the corporations newsletter of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

**ARTICLE FIFTEEN
RELATIONSHIP WITH THE AMERICAN ASSOCIATION OF
WOODTURNERS**

The Capital Area Woodturners, Inc., is an official chapter of the American Association of Woodturners, Inc., (AAW), a Section 501(c)(3) nonprofit educational organization. The corporation will encourage its members to become members of AAW. The AAW does not own or control the corporation. The AAW, and its directors and officers, shall not be responsible for any debts, obligations, liabilities or encumbrances of the corporation. The Capital Area Woodturners, Inc. shall not be responsible for any debts, obligations, liabilities or encumbrances of the AAW. Neither the AAW nor the corporation shall have any legal liability or responsibility for accidents that occur during events of any kind sponsored by the other entity.

Adopted: February 14, 2015

Andrea Dollar
Secretary