



Tri-State Woodturners

Bylaws updated: June 1, 2025

The chapter known as the Tri-State Woodturners was originally organized in 1992 by Sonny Denison.

The current meeting place of this chapter is the Woodcraft Store located 5824 Brainerd Road, Chattanooga, Tennessee.

Article 1:

The name of this organization shall be the Tri-State Woodturners. This organization shall also be identified as "the Tri-State Woodturner" and may be referred to in these Bylaws simply as the "Chapter." The principal office of the organization shall be located at the address of its then current President of the Board of Directors. The organization may have other offices and may conduct its business at such other locations as the Board of Directors may determine from time to time. In the event the President of the Board of Directors is not a resident of Tennessee, a willing Tennessee resident will be appointed from among the Directors as the Agent.

ARTICLE 2: Mission Statement

Our mission is to provide education and information to those who are interested in woodturning. We define woodturning as the shaping of wood using a lathe, which results in objects and images that range from the familiar to the profound. This includes but is not limited to decorative and functional bowls, platters, boxes, vessels, furniture, architectural spindles, toys, tools, musical instruments, and sculptural objects.

ARTICLE 3: Purposes and Objectives

In following the thrust of our Mission Statement, the Tri-State Woodturners shall promote an interest in woodturning for persons of all levels of competence and experience, including beginners and advanced professionals; provide up-to-date information, education, and guidance for all members; stimulate creativity and explore new methods and techniques for

advancing woodturning as both a creative craft and a unique art form; and encourage membership in and continued support for the American Association of Woodturners.

Section A: Private Inurement. No part of the net earnings of the Tri-State Woodturners shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director or Officer of the chapter shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to the chapter. No substantial part of the activities of the chapter shall consist of carrying on propaganda or otherwise attempting to influence legislation. The chapter shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section B: Liquidation. In the event the Tri-State Woodturners is dissolved and liquidated, the Board shall, after paying or making provision for payment of all the liabilities of the Chapter, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code (and who have been so described for a period of at least sixty (60) months prior thereto exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code). Any of the property or assets not so distributed shall be distributed by the Court of Common Pleas for the County in which the principal office of the Tri-State Woodturners is located, to one or more organizations so described for such purposes.

ARTICLE 4: Membership

Section A: Qualifications: Regular Membership shall be open to all persons eighteen (18) years of age or older. Membership shall be contingent upon the payment of dues as provided for in Article 6 of the Bylaws.

Section B: Categories of Membership: The Chapter shall have the following categories of membership:

General Member: A General Member is any one person who practices woodturning as a profession or avocation or is interested in woodturning and who elects to complete a Membership application and pay the General Membership fee. An additional amount to partially defray the cost of the Membership name tag may be included in the first annual Membership fee.

Family Member: A Family Member is a member over the age of ten (10) of any family who elects to complete a Family Membership application and pay the Family Membership fee. Family Members over the age of 18 years shall be entitled to all privileges of regular members, including the right to vote or hold office.

Business Member: A Business Member is any business who elects to complete a Business Membership application and pay the Business Membership fee. Recognized arts organizations may be provided a complementary Business Membership, at the discretion of the Board of Directors.

Lifetime Achievement Member: A Lifetime Achievement Member is any individual designated by the Board as someone who has contributed to the chapter in an exemplary manner. Any Board or Chapter Member may nominate an individual for this status. The Tri-State Woodturners Board of Directors will review such nominations at a Board Meeting; a unanimous vote is required to attain that category. Lifetime Achievement Members shall be exempt from the payment of any dues or fees, and shall be entitled to all privileges of regular members, except the right to vote or hold office. Lifetime members who elect to pay their annual dues will have all the privileges of Membership.

Section C: Removal of Member: Removal of any member of the Tri-State Woodturners may be accomplished by a majority vote of the full Board of Directors.

ARTICLE 5: Relationship to the American Association of Woodturners

The Tri-State Woodturners shall be a Chapter of the American Association of Woodturners (AAW) and shall support and participate in the activities of that organization. All elected Officers and Directors of the Chapter agree to be members in good standing of the AAW. The Chapter will encourage all members to become affiliated with the AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Chapter; the AAW and its Board of Directors shall have no legal or financial responsibility in the affairs of the chapter or its Board of Directors. The chapter specifically disassociates itself from any debts, obligations, or encumbrances of the AAW; the chapter and its Board of Directors shall have no legal or financial responsibility in the affairs of the AAW or its Board of Directors.

ARTICLE 6: Dues

Section A: Annual Dues: All members shall pay dues as recommended by the Board of Directors. An option to pay for a 5-Year General or Family Membership shall be offered.

Section B: Renewal Dues: Renewal Dues will be due by the last day of December annually and payable no later than the 15th day of January annually. Members who do not pay their dues prior to January 15 shall be considered to have dropped their membership. Such persons must

pay their full annual dues in order to reinstate their membership for the current year. Exceptions to the above may be considered by the Board of Directors should extenuating circumstances be present.

Section C: Prorated Dues: A New Member joining January 1 through September 30 of a calendar year will pay 100% of the current Membership fee for that calendar year. A New Member joining October 1 through December 31 will pay 100 % of the current membership fee, which will be good for the remainder of that calendar year and the following calendar year.

ARTICLE 7: Fiscal Year

The fiscal year of the Chapter shall begin on the first day of March annually and may be changed by the Board of Directors if such change will benefit the Chapter.

ARTICLE 8: Meetings

Section A: Monthly Meetings: Regular meetings of the Chapter shall be held on the third Saturday of each month or at alternative times, with the time and location determined by the Board of Directors and announced at a Meeting, in the Chapter's Newsletter, by email, or posted on the Chapter website.

Section B: Special Meetings: Special Meetings may be called by the Chapter's Board of Directors. Also, upon written request of 20% of the Chapter's membership, the Board of Directors shall call a Meeting to discuss a specific subject. Notice of a "Special Meeting" shall be announced at a Meeting, in the Chapter's Newsletter, by email, or posted on the chapter website at least ten days prior to the date of the Meeting. This notice will show the date, time, and place of the Meeting, and will include a proposed agenda.

Section C: Quorum: The participation in person, via the Chapter's virtual meeting platform, via electronic ballot on the Chapter's website, or by proxy, of 25% of Members of the Chapter entitled to vote shall be necessary to constitute a quorum for the transaction of business. Members are entitled to vote only if current dues have been paid.

Section D: Proxies: Every member of the Chapter entitled to vote at any regular meeting may vote in proxy. A proxy shall be in writing or electronic and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after one year from the date of its execution.

Section E: Any policy recommended by the Board of Directors must be passed by a majority vote of a quorum before it can be published as an official policy or endorsement of the Tri State

Woodturners. The vote may be accomplished at a regular monthly meeting, including those attending via the Chapter's virtual meeting platform, or by electronic ballot.

ARTICLE 9: Board of Directors

Section A: Powers: The Board of Directors shall be the governing body of the Chapter and shall have all powers necessary to conduct the business of the Chapter, which are consistent with these Bylaws. The Board of Directors shall nominate Directors, Officers, and appoint committees and special positions as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

Section B: Number and Composition of the Board: The Board of Directors shall consist of four (4) Executive Officers and no less than four (4) elected Directors. The Executive Officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the positions of Secretary and Treasurer may be combined. The Executive Officers shall serve on, and be included in, the Board of Directors. The Board of Directors will determine the number of Directors desirable when selecting a slate of nominees in December of each year.

Section C: Method of Election: The Board of Directors will develop a slate of nominees for the open Officer and Director positions in December, present it to the membership at the January Member Meeting each year, and accept any floor nominations at that time. Elections will be conducted at the February Meeting with newly elected officers assuming duties as of the March Meeting. The election requires a quorum per Article 8, Section C, and a majority of votes cast by the membership present, including those attending via the Chapter's virtual platform and any votes cast through written proxy shall constitute the election results.

Section D: Terms of Office: Elected Officers and Directors shall serve for terms of two years. No Officer or Director may serve more than two complete terms in the same Office or Role consecutively. Terms of the elected Board Members should be staggered to maintain some degree of continuity within the Chapter organization. Arrangement of terms will be coordinated by the currently serving Officers and Directors. The Chapter Secretary will record the term of each Officer and Director and advise the Board which Board Members' terms expire each year.

Section E: Duties of Officers and Directors: The duties and powers of the Officers and Directors of the Chapter shall be as follows:

ALL BOARD MEMBERS: Officers and Directors will attend and actively participate in Board Meetings and Meetings of any Committees on which they serve, including proactively reading any materials received and asking questions as needed in a timely manner. They are

responsible for having knowledge regarding major actions proposed or undertaken by the Chapter. Board Members participate in strategic planning activities and follow their own judgment in voting on Chapter and Board actions and decisions.

PRESIDENT: The President shall be the chief executive officer of the Chapter; shall chair all meetings of the Board of Directors and regular monthly meetings of the Chapter; shall be authorized to make deposits and withdrawals of the Chapter's funds for Chapter purposes; and shall have the power to enter into and sign contracts in the name of the Chapter whenever such contracts are authorized by the Board of Directors. The President shall have the authority to make committee appointments and will coordinate the appointment and actions of an Audit Committee, as required.

VICE PRESIDENT: In the case of death or absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the Office of President. It shall be the duty of the vice president to engage participants as demonstrators at all Association meetings and internal Association educational and/or training sessions. When the Association participates in any and all external demonstrations or events, it is the vice president's duty to coordinate all phases to ensure the Tri-State Woodturners will be represented favorably.

SECRETARY: The Secretary shall attend and keep minutes of all meetings of the Chapter, its Officers, and its Board of Directors. The Secretary shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; shall keep a list of the Members of the Chapter; shall notify the Officers and Members of their appointment to committees; and shall maintain a list of the expiration date of each Director's term of office. In the case of absence or disability of the Secretary, the President may appoint a Secretary Pro Tem. Minutes of the Monthly Member Meetings are posted to the Tri-State Woodturners website Documents section, accessible to current chapter Members.

TREASURER: The Treasurer shall be responsible for handling, depositing, and accounting of all funds of the Chapter, and shall provide a quarterly report to the Board of Directors of all receipts, disbursements, and monies on deposit. Quarterly Financial Reports are posted to the Tri-State Woodturners website Documents section, accessible to current chapter Members.

The treasurer is responsible for completing and submitting the Federal Income Tax for Non Profit Organizations (Form 990), the Tennessee Secretary of State Annual Report, and all applicable 1040-NEC forms for any person the chapter compensates in excess of the allowable IRS limits before the applicable due dates each year. The Treasurer is also responsible for maintaining the Tennessee State Sales Tax Exemption and providing this exemption certificate to vendors that the Chapter uses for supplies.

PAST PRESIDENT: The outgoing President will hold the title of Past President and will act as an advisor to the President for a transition period of no more than six (6) months after the elections. During the six (6) month transition period, the Past President will have the same voting rights as other Officers and Board of Directors.

DIRECTORS: The Directors will act as stewards of the Chapter and have the duties of good faith, loyalty, and care. The duty of good faith means acting with honesty, sincerity of intention, and being fair in dealings with the Chapter. The duty of loyalty means acting in the best interests of the Chapter and properly resolving any conflicts of interest. The duty of care means acting reasonably as a prudent person would, being familiar with the Chapter's activities and financial condition, and participating regularly in Board Meetings.

Section F: Bond of President and Treasurer: The Board of Directors may require that the President and Treasurer give a surety bond in an amount determined by the Board of Directors. A validated copy of the surety bond shall be presented to the Board of Directors prior to assuming the handling of the assets and specifically his or her signing of any checks. The cost of the surety bond will be paid for by the Chapter.

Section G: Meetings of the Board: The Board shall meet quarterly. A regular meeting of the Board of Directors shall be held within 30 days of the newly elected Officers and Directors taking office. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) Members of the Board, issue a call for a Special Meeting of the Board, at least ten (10) days before the appointed date for the meeting. Due to the broad geographic area served by the Chapter and in consideration of travel time required for in-person Meetings, the Board may accomplish Special Meetings, items of business requiring immediate attention, and related decisions requiring Board approval via email, text message, or through a virtual Meeting. Proposals must be clearly stated and responses returned to a designated member of the Board of Directors within seven (7) days. Board Meeting Minutes will be posted to the Tri-State Woodturners website in a folder accessible by current Board Members after review and Approval by the Board at the following Board Meeting.

Section H, Quorum: In regular meetings, a simple majority of Officers and Directors present will constitute a quorum. In email ballots (decisions), a majority of current Board Members will be required to determine an affirmative vote. Any Board Members attending via the Chapter's virtual meeting platform shall be considered present. The attendance record in the Minutes shall indicate attendance in person or by virtual means.

Section I: 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 of the remaining Members of the Board of Directors at a regular Board meeting or at a Special

Meeting which shall be called for that purpose. The election shall be held as soon as possible, but no later than sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office for the remainder of the term of the Officer or Director he or she replaces.

Section J: Removal of Directors: Any one or more of the Directors may be removed with just cause, at any time, by a vote of two-thirds of the Members present at any Special Meeting called for that purpose or at a regularly scheduled Meeting.

ARTICLE XI

Equipment and supplies

The Board of Directors shall coordinate the acquisition of all equipment, and shall regulate and/or restrict the use of any equipment and supplies belonging to the Chapter.

ARTICLE XII

Amendments

These By-Laws may be amended from time to time by the membership. Such action shall be preceded by giving all Chapter members ten (10) days prior notice of the meeting at which such amendments will be considered and all provisions for proxies and mail in ballots shall have been given. Corrections and clarifications made to these By-Laws shall not be considered as amendments. Any policy recommended by the board of directors must be passed by a majority vote of the membership in attendance. The vote may be accomplished at a regular monthly meeting or by electronic ballot through e-mail.

ARTICLE XIII

Indemnification

Each person who has been, now is or shall hereafter be a member of the Board of Directors, an Officer, or committee member of the Chapter, shall be indemnified by the Chapter to the extent of its treasury funds and as permitted by law against all expenses reasonably incurred by him or her in connection with any action, suit, proceedings or the settlement or compromise thereof, or payment of any judgment or fine resulting therefrom in which he or she may become involved by reason of any action taken or omitted by him or her provided that such action was taken or omitted in good faith for the Chapter.

ARTICLE XIV

Rules of Order

The meetings of the Chapter shall be conducted in accordance with Robert's Rules of Order.

ARTICLE XV

Conflicts of Interest

Section A, Purpose: The purpose of the conflict-of-interest policy is to protect the chapter interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Tri-State Woodturners or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B, Definitions:

1.) Interested Persons: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.) Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which Tri-State Woodturners has a transaction or arrangement, (b) a compensation arrangement with **ARTICLE XI**

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Section C, Procedures:

1.) Duty to Disclose, In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2.) Determining Whether a Conflict of Interest Exists,

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3) Procedures for addressing the conflict of Interest,

a.) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b.) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c.) After exercising due diligence, the governing board or committee shall determine whether the Chapter can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d.) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Chapters best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4.) Violations of the Conflict-of-Interest Policy, If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the

circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section D, Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings,

Section E, Compensation: A voting member of the governing board who receives compensation, directly or indirectly, from Chapter for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Chapter for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Chapter either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section F, Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy. .

Section G, Periodic Reviews: To ensure the chapter operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H, Use of outside Experts: When conducting the periodic reviews provided for in Section G, the chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted