

CENTRAL OKLAHOMA WOODTURNERS ASSOCIATION

AMENDED AND RESTATED BY-LAWS

Article I **Name & Offices**

Section 1. Name

The name of the corporation is Central Oklahoma Woodturners Association. Hereafter in these bylaws the corporation is referred to as COWA or as the "Chapter" and the Board of Directors is referred to as BoD. COWA is a nonprofit corporation organized in the State of Oklahoma.

Section 2. Offices

The principal office of the corporation shall be the official address of the current President of the BoD. The corporation may have other offices and may conduct its business at such other locations as the BoD may determine from time to time.

Article II **Purpose and Limitations**

Section 1. Purpose

COWA shall promote an interest in woodturning for persons of all levels of competence and experience; to provide up-to-date information, education and guidance for all members; to stimulate creativity, and to explore new methods and techniques for advancing woodturning as both a creative craft, and as a unique art form; and to encourage membership in, and continued support for, the American Association of Woodturners.

Section 2: Relationship to the American Association of Woodturners

COWA shall be a Chapter of the American Association of Woodturners, (AAW), and shall support and participate in the activities of that organization. The members of COWA's BoD agree to be members in good standing of the AAW. The Chapter will encourage all members to become affiliated with the AAW.

Section 3. Limitations

COWA shall be operated exclusively 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 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or as may be hereafter amended ("Code").

Section 4. Private Inurement

No part of COWA's net earnings shall inure, directly or indirectly, to the benefit of any private person or individual; and no Director or officer of COWA shall receive any pecuniary benefit of any kind except reasonable compensation for services actually rendered to COWA in effecting its corporate purposes.

Article III
Membership and Meetings

Section 1. Membership

A. Regular Members

Any individual age of 18 or older may become a Regular Member by completing an application for membership and payment of annual dues. Regular Members in good standing may hold elective office, conduct demonstrations, and participate in hands-on workshop activities.

B. Student Members

Any individual under age 18 may become a Student Member by completing an application for membership and payment of annual dues. Student Members may not vote or hold an elective office. Student Members may attend hands-on workshops only if accompanied by a parent or legal guardian.

C. Honorary Life Members

The BoD may nominate, for Honorary Life Membership status, any Regular Member who has served in an outstanding manner and has provided extraordinary service to the organization over several years. The Chapter membership must approve such status by majority vote at an annual business meeting. The number of Honorary Life Members shall not exceed ten (10) at any time. Honorary Life Members have all rights afforded Regular Members but shall not be required to pay annual dues.

Section 2. Dues and Fees

Membership dues shall be determined by the BoD and approved by a vote of the Chapter membership at the annual business meeting.

Renewal dues will be due on January 1. Members who do not pay their dues on or before the March meeting 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 BoD should extenuating circumstances be present. Members must have paid the current year's dues to be in good standing.

Fees may be required to attend special demonstrations, classes, or other activities. The BoD will determine fee amounts for each activity.

Section 3. Membership Meetings

A. Regular Meetings

Regular Meetings will normally be held on a monthly basis at a time and place determined by the BoD. Meetings are open to all members in good standing and guests.

B. Annual Meeting

The December meeting will be the Chapter's annual business meeting for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

C. Special Meetings

Special meetings of the COWA membership may be called by the BoD or upon the written request, including a proposed agenda, of at least ten members to the BoD.

Section 4. Notice

Notice of regularly scheduled meetings shall not be required. In the event of a change in the date, location, or time of a regularly scheduled meeting, the BoD will attempt to notify members of the changes as soon as possible. Notice of special meetings shall be given to all members in good standing at least five (5) days prior to the special meeting and shall include the meeting agenda. Notice may be by mail, web site posting, electronic mail, and/or telephone.

Section 5. Quorum

A quorum is the presence in person of twenty (20) percent of the members in good standing as certified by the Secretary. No votes on any matter shall be brought before the membership without a quorum present.

Article IV **Board of Directors**

Section 1. Powers

The BoD 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 By-Laws. The BoD shall nominate Directors and Officers, and approve committees and special positions as may be required. The BoD shall also have the power to abolish any committee or special position.

Section 2. Number and Manner of Election

The BoD shall consist of four (4) Executive Officers, two (2) elected Directors at Large, the currently appointed Chairpersons of the Program and Training Committees, and the immediate Past President. The same person may serve concurrently in both an elected position and as the appointed Program and/or Training Committee Chairperson.

In each even-numbered year, the President will appoint a Search Committee consisting of the current Past President and two members in good standing, not currently on the BoD, to prepare a list of nominees for each open position on the BoD. The list will consist of all members who have notified the Search Committee that they desire to run for an open position and any members the Search Committee has recruited to fill an open position. The Search Committee will present the list of nominees for the elected positions to the membership at the November meeting. Additional nominations for any elected position may be made by any member in good standing at the time the list of nominees is announced. Members of the Search Committee are permitted to add their names to the list of nominees.

If there are multiple nominees for any elected positions, the President shall conduct elections at the next regular monthly meeting. Election will be by secret ballot cast by the membership present. Write in votes will not be counted. Votes will be tabulated by at least two members of the Search Committee. If

no nominee for a position receives a majority of the votes, a runoff election between the two nominees receiving the highest vote count will be conducted.

Voting for an open position will not be required if there is only one nominee for the position.

The election of Director At-Large will be won by the nominees receiving the highest number of votes. In the event of a tie vote, a run-off election will be held to determine the winner.

Newly elected Officers and Directors assume duties on the first day of the month following the annual business meeting.

Section 3. Terms of Office

Elected Directors shall serve for terms of two (2) calendar years. No elected Director may serve more than two (2) consecutive terms in the same office. Members may serve additional terms for the same office they have vacated following at least a four (4) year break-period from that office. Committee Chairpersons serve at the request of the BoD and their time in office is not otherwise limited.

Section 4. Meetings of the Board

The President shall call for a regular meeting of the BoD within 45 days of the annual election of Officers and Directors and at least quarterly thereafter.

The President may, or the Secretary shall at the request in writing of four (4) members of the Board, issue a call for a special meeting of the BoD, at least five (5) days before the appointed date for the meeting.

Any action which could be taken at a meeting of the BoD may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other and such participation shall constitute presence in person at the meeting.

All meetings of the BoD shall be open to all COWA Members. The time and place of regular BoD meetings shall be announced at the monthly membership meeting prior to the BoD meeting. The Secretary shall notify members of the time, location, and purpose of any special meeting of the BoD at least five (5) days prior to the meeting.

Section 5. Quorum and Voting

In both regular and special meetings, a simple majority, but not less than four (4), of the Directors currently in office will be required to be present. Measures must receive a majority of the affirmative votes cast to be enacted. Board members serving in more than one position on the BoD have only one vote.

Section 6. 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 the remaining members of the BoD 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 Director he or she replaces.

Section 7. Removal of Directors

Any one or more of the Directors may be removed, at any time, by a majority vote by secret ballot of the membership at any regular monthly meeting. Prior to the vote by the membership, the BoD must approve the recommendation for removal by a two-thirds (2/3) majority vote by secret ballot at a regular or special meeting of the BoD. Any member of the Chapter in good standing may bring a recommendation for removal to the BoD for its consideration.

Article V **Officers**

Section 1. Number

The Executive officers of the Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. These Officers shall serve on, and be included in the BoD.

Section 2. Duties of Officers

The duties and powers of the Officers of the Chapter shall be as follows:

PRESIDENT- The President shall be the chief executive officer of the Chapter; shall chair all meetings of the BoD, regular monthly meetings of the Chapter, and all other meetings except those where another chairperson is named; shall supervise and control the business and affairs of COWA; appoint committee Chairpersons and special positions with the approval of the BoD; serve as ex-officio member of all committees except the Search Committee, and fulfill all other needs and duties that may arise, as appropriate.

VICE PRESIDENT- The Vice President shall perform the duties of the President in the absence or death of the President, or of his or her inability from any cause to act; fulfill other needs and duties that may arise, as appropriate.

SECRETARY – The Secretary shall keep minutes of all meetings of the Chapter and BoD; prepare, and distribute minutes to the BoD of its meetings; post meeting notices as required by these bylaws; certify the number of members necessary for quorum based on the record of current membership kept by the Treasurer; maintain a current copy of the Articles of Incorporation, Bylaws, tax exemption determination letter, insurance policies, and make same available for inspection on request. In the absence of the Secretary, the President may appoint a Secretary Pro Tem.

TREASURER – The Treasurer shall be responsible for collecting, handling, depositing, disbursing, and accounting of all funds of the Chapter, and shall provide a quarterly financial statement to the BoD;

maintain accurate records of all assets, tools, machines, and real estate; present a year-to-date financial statement to the membership at the annual business meeting in December; maintain a current list of members in good standing; prepare and file the annual tax return as required by the Internal Revenue Service and the State of Oklahoma; retain copies of all required forms and their supporting ledgers with all entries necessary for compilation of tax returns, and keep these materials available for inspection as required by Statutes.

All checks, and drafts drawn on banks or other depositories of funds to the credit of COWA shall be signed by the such person or persons as the BoD shall authorize to do so.

Notwithstanding that COWA operates strictly on a cash basis, the Treasurer is authorized to utilize Credit and/or debit cards in the operation of COWA's financial affairs as may be authorized by the BoD.

The Treasurer shall give COWA a bond, if so requested and required by the BoD, in the amount and with the surety or sureties specified by the BoD for faithful performance of the duties of the Treasurer's office and for restoration to COWA of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, or removal from office. COWA shall pay the cost of such a bond.

Article VI **Financial**

Section 1. Fiscal Year

The fiscal year of the Chapter shall be the calendar year, and may be changed by the BoD if such change will benefit the Chapter.

Section 2. Liability Insurance

All demonstrators at a COWA sanctioned event must be insured for liability. Invited demonstrators must furnish proof of membership in good standing in AAW and/or proof of other current liability insurance.

COWA shall purchase liability insurance through AAW and/or a general liability "private plan" policy that insures COWA as an organizational entity and insures Chapter members who are not AAW members.

Section 3. Indebtedness

All functions of COWA are on a cash basis. COWA may not incur any debt through the actions of the Officers, Directors, or Members.

Article VII **Indemnification**

Each person who has been, now is, or shall hereafter be a member of the BoD as an Officer, Director at Large, 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 of 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 and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

Article VIII
Equipment and supplies

The BoD 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 IX
Parliamentary Authority

The Rules contained in the current edition of *Robert's Rules of Order* shall govern COWA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the BoD may adopt.

Article X
Amendment of Bylaws

The Bylaws may be altered, amended or repealed and new bylaws adopted by a majority vote of the members casting ballots at any meeting of the membership at which quorum is met. The membership must be notified of the proposed changes to the bylaws no less than 30 days prior to the meeting at which the vote will be taken. Any modifications to these bylaws must be filed as required with the IRS, State of Oklahoma, and the Administrative Office of AAW.

Article XI
Authentication

The undersigned President and Secretary certify that these are the actual By-Laws adopted by a vote of the COWA membership on January 10, 2017 and are effective as of that date.

Doug Lawrence
President

Richard Nowlin
Secretary