

Chicago Woodturners, Inc.

(A Non-Profit Corporation)

By-Laws

I. Name

The name of this non-profit corporation shall be "Chicago Woodturners, Inc." The official acronym shall be "CWT" and hereafter referred to as the Association.

II. Purposes and Objectives

The Corporation is organized exclusively for educational purposes, and its mission is to educate woodturners and the public, in and about the art and craft of woodturning. This mission will be accomplished by encouraging and facilitating the establishment of training programs for woodturners; by disseminating information about 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, galleries, and other interested groups and the general public. Further, the Association is organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to reimburse all reasonable costs incurred by Association members for approved out-of-pocket costs and services rendered in response to a request by an officer or board member.

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

III. Membership

Membership is open to anyone wishing to increase his or her skill levels and knowledge through education, discussion and critique. There shall be an annual membership fee as determined by the Board of Directors. While not a requirement for membership in the CWT, membership in the American Association of Woodturners is strongly encouraged.

IV. Meetings

The CWT shall meet monthly on a day, time and place as established by the membership. The schedule of the meeting dates, times and locations shall be published in the club newsletter and on the club website. All members are also welcome to attend the Board of Directors meetings.

V. Quorum

Inasmuch as the CWT shall conduct its business at these meetings, those in attendance shall constitute a quorum. A simple majority of the quorum shall be required to pass on all business issues.

VI. Governance

The CWT members shall elect a President, Vice-President, Secretary and Treasurer. Details of the election process are given in Article VII. A Board of Directors, comprised of the elected officers and the most recent past president, shall govern the CWT. A Regular Board Meeting shall be held at least once each year. The President or other board members may request additional special board meetings as required. The board shall have the option of meeting by phone or other electronic device deemed appropriate in order to conduct a special board meeting. Notice of any board meeting shall be sent to each board member and the general membership at least 2 weeks prior to the meeting. All members of the Board must be members in good standing in the Chicago Woodturners and the American Association of Woodturners. There can be no more that one

member of a household on the Board of Directors. All Board of Directors must sign and insure that the "Conflict of Interest Policy" is complied with.

The Board of Directors shall be empowered to act on behalf of the CWT at those times when the general membership is not in session. A majority of the Board members must be present to create a quorum and a majority of this quorum is needed to pass any issue brought to a vote.

VII. Elections

The officers shall be elected for a period of two (2) calendar years with terms beginning on January 1. Nominations for upcoming vacant positions on the Board of Directors will be held in September. Selected candidates shall provide an article outlining their background and objectives for the CWT that will be published in the October issue of the newsletter. Elections shall take place at the November meeting by secret ballot or in the case where there is a single candidate for that office, by a voice vote or a show of hands.

In order to facilitate an orderly transition and to preclude a mass change of leadership, two (2) positions shall be elected every year. The President and Secretary shall be elected for a two (2) year term starting on the even years. The Vice-President and Treasurer shall be elected for a two (2) year term starting on the odd years.

An officer may succeed to that elected position for no more than three (3) consecutive two (2) year terms.

VIII. Officers and Responsibilities

Listed below are the elected officers and their duties and responsibilities.

President: The President shall be the principal executive officer of the club. His or her duties and responsibilities include organizing and conducting all club and Board of Directors meetings, managing and supervising all business transactions and assigning additional responsibilities or duties to other Board members as needed.

Vice-President: In the absence of the President or in the event of his or her death or inability, or availability to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. In addition, the Vice-President shall be responsible for obtaining gallery reviewers and in-house demonstrators for the monthly club meetings. The Vice-President shall also perform such other duties as from time to time may be assigned to him or her by the President.

Secretary: The Secretary shall keep the minutes of the club and the Board of Directors meetings in one or more books provided for that purpose and see that these minutes and all other notices are duly published in the CWT newsletter or website. In general, the Secretary shall perform all duties incident to the office of Secretary and the President may assign such other duties as from time to time to him or her. In addition, the Secretary shall maintain the "Policies and Procedures" handbook as defined in Article XI of this document.

Treasurer: The treasurer shall collect all membership fees from the Membership Chairman and all other monies belonging to the club. He or she will be responsible for keeping current and accurate records of all monies and provide adequate records for a tax consultant to file annual tax returns. The Treasurer shall submit the necessary information to the tax consultant no later than March 1st of the following year.

The Treasurer shall provide a monthly summary report to the membership on the state of the finances of CWT and a detailed financial report to the Board of Directors at the quarterly meetings. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President. The Treasurer shall keep such funds as may accumulate in a recognized legal banking facility. The Treasurer shall serve without bond.

IX. Removal from Office

Any officer, elected or appointed, may be proposed to be removed from office by the Board of Directors when it is deemed that it would be in the best interests of CWT. This would be

accomplished by a two thirds (2/3) majority secret vote of the Board of Directors, followed by a two thirds (2/3) majority secret vote of the CWT members at a regular monthly meeting. Prior notice of the club vote must be given at least two weeks in advance of the meeting. Such action shall be without appeal.

Any elected officer or appointed chairperson can resign his or her position by giving two weeks written notice either in letter form or e-mail to the President.

X. Vacancies

A vacancy in an elected office, because of death or resignation, may be filled by the Board for the remaining portion of the term.

A vacancy due to removal from office must be filled for the remaining portion of the term by a majority vote of the members present at a regularly scheduled meeting. Prior notice of this vote must be given at least two weeks in advance of the meeting.

XI. Policies and Procedures

As the need arises, policies and procedures may be written, voted upon and approved by the Board to define and document the detailed workings of the club. This handbook will provide a more flexible supplement to the by-laws. In the case of a discrepancy between the by-laws and the "Policies and Procedures" handbook, the by-laws shall take precedence. The "Policies and Procedures" handbook shall be maintained by the secretary and may be revised or added to as necessary by the Board.

XII. Other Positions and Responsibilities

Other key club positions shall be filled through appointment by the Board. The term of these appointments shall be two (2) years, renewable at the discretion of the Board. The Board also has the authority to replace appointees at any time, when it is deemed in the best interest of the club.

Since the appointees in these positions contribute a significant amount of time and energy to supporting the club and have a good insight as to the feelings of other club members, they are encouraged to attend the board meetings to provide their opinions on the topics under discussion. If there is a survey on an issue that will be voted on by e-mail, in place of an actual board meeting, the volunteers will be solicited as well.

These positions include, but are not limited to: Newsletter Editor, Membership Chairperson, Librarian, Tool Custodian, Demonstration Planner, Raffle Chairperson, Video/Audio Technician, Setup/Cleanup Chairperson and Webmaster. Description of their responsibilities is defined in the supplemental "Policies and Procedures" handbook described in Article XI.

XIII. Expenditures

Expenditures greater than \$500, but less than or equal to \$1000, require the approval, by a majority vote, of the Board of Directors or a majority vote of the members attending a regularly scheduled club meeting.

Expenditures in excess of \$1000 shall require a majority vote of the Board of Directors, followed by a majority vote of the members attending a regularly scheduled club meeting. Prior notice of this vote must be given at least two weeks in advance of the meeting.

Checks over \$500 will require the signature of the President and one other board member. Checks for less than \$500 will require the approval and signature of any two board members.

XIV. Dissolution

By two-thirds vote of all the members of the Association, the Association may be dissolved. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association in such manner or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by an order of the proper court,

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event shall the assets of the Association be distributed to or inured to the benefit of any individual member.

XV. Relationship to American Association of Woodturners

The Chicago Woodturners, Inc. is an official chapter in the American Association of Woodturners (AAW), a 501(c) (3) educational non-profit corporation. All officers of the Association agree to be members in good standing of the AAW. The Association will encourage all members to become members of AAW. The AAW specifically disassociates itself from any debts, obligations or encumbrances of the Association. The AAW does not shoulder any legal liability for accidents that occur during events of any kind sponsored by the Association.

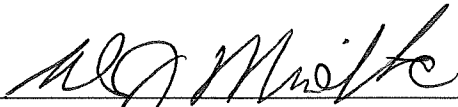
XVI. Amendments

These By-Laws may be amended at any time by a two-thirds (2/3) majority of the members attending the meeting when the vote is taken. An announcement that proposed changes to the by-laws are pending shall be made two weeks prior to the meeting. Such proposed changes shall be presented and voted upon at the next regular monthly meeting. Adopted amendments shall take effect on the first of the month subsequent to the meeting at which the vote was taken.

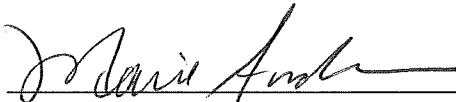
A copy of the amended By-Laws must be filed with the national office of The American Association of Woodturners when approved.

These by-laws were amended and adopted at the regular meeting held on April 8, 2014

Attested by:



Al Miotke, President



Marie Anderson, Secretary