

Southern Piedmont Woodturners, Inc.
(A Non-Profit Corporation)

By-Laws
July 18, 2016

Article I

Name

The name of this non-profit organization shall be the Southern Piedmont Woodturners, Inc. The official acronym shall be "SPW", and herein after referred to as the SPW.

Article II

Purposes and Objectives

The SPW 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, interior designers, other interested groups, and the general public. The SPW is organized to carry out its purposes and mission within the meaning of section 501(c) (3) of the Internal Revenue Code.

No part of the net earnings of the SPW shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the SPW shall be authorized and empowered to reimburse all reasonable costs incurred by SPW 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 SPW 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).

Article III

Relationship to the American Association of Woodturners

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

Article IV

Membership

Section I

Any person engaged in woodturning or interested in woodturning may become a member by applying for membership and paying the current dues.

Section II

The Board of Directors shall set categories of membership and annual dues. SPW will offer four (4) membership levels: 1) Individual membership; 2) Family membership – multiple members in the same family/household; 3) Contributing membership – any amount above individual membership has tax benefits of contributions to a 501(c)(3) nonprofit organization; 4) Corporate membership – fee at least thrice (3x) the individual membership amount and shall allow multiple employees to be members and/or the company to be listed on our web page, Face Book page, and/or on flyers, other printed materials and/or banners as a corporate supporter. The SPW membership year is twelve consecutive months from July 1 thru June 30. Annual dues are payable on July 1 of any year. Beginning January 1, 2017, the membership year will change to January 1 through December 31. Existing members will pay 50% of the annual membership dues prior to July 1, 2017 for the remainder of 2017. Members joining in the first quarter of the membership year shall pay 100% of the current annual dues. Members joining in the second quarter of the membership year shall pay 75% of the current annual dues. Members joining in the third quarter of a membership year shall pay 50% of the current annual dues. Members joining in the last quarter of a membership year shall have that year's dues prorated to 25% of the current annual dues. Any member that is three months in arrears in payment of annual dues shall have their membership terminated.

Article V

Fiscal Year

The fiscal year shall be the calendar year. The Board of Directors may change the fiscal year as they determine may benefit the SPW.

Article VI

Meetings

Section I

Annual membership meetings shall be held in July of each year at a time and place determined by the Board of Directors. Officers and directors shall be elected, by a majority of the members present that forms a quorum at this meeting a quorum shall consist of 25% of all dues paying members. Any matter may be brought before the membership by the Officers, Board of Directors, or members and be acted upon by a majority vote.

Section II

Monthly meetings shall be held at a time and place determined by the Board of Directors. A monthly meeting may be canceled by the President, with consent of the Board of Directors, for good cause.

Section III

Special meetings may be called by the Board of Directors, the Officers, or by petition of 20% of the membership.

Section IV

All members shall be notified at least five days in advance of any meeting. Notification may be by e-mail, newsletter, telephone, or announcement at the last meeting.

Article VII

Board of Directors

Section I

The property, affairs, activities and concerns of the SPW shall be vested in a Board of Directors. This Board of directors shall be charged with the operation and prudent conducting of the business of the SPW. The Board of Directors shall consist of the elected officers of the SPW and one Director elected at large by the membership. Each director shall serve a two-year term and shall commence performing his or her duties upon election and continue these duties until a successor shall be duly elected and qualified. All Directors shall be members of the American Association of Woodturners. The Board of Directors may increase the number of Directors, as they deem necessary.

Section II

The Board of Directors shall meet at least quarterly at a time and place of their choosing. All Directors shall be notified at least five days in advance of any meeting.

Section III

A quorum of a majority of the Board of Directors may conduct business at any announced meeting.

Section IV

Whenever a vacancy occurs on the Board of Directors it shall be filled without undue delay by a majority vote of the remaining Directors.

Article VIII

Officers

Section I

The officers of the SPW shall consist of a President, a Vice-President, a Secretary, and a Treasurer. These officers shall serve a term of two membership years, and shall be elected at the annual meeting. All officers shall be members of the American Association of Woodturners. The officers shall serve on the Board of Directors, and shall serve the same function on the Board of Directors. The President shall be the Chairman of the Board of Directors; The Vice-President shall be the Vice Chairman.

Section II

The officers of the SPW shall be vested with the duties and powers as follows:

- i. The President shall preside over all meetings of the SPW and the Board of Directors, and shall be a member *ex officio*, with voting rights, of all committees. The president is the chief executive officer of the SPW.
- ii. The Vice-President shall perform the duties of the President in case of the death, absence, or the disability of the President. The Vice-President shall perform duties assigned to him by the President or the Board of Directors.
- iii. It shall be the duty of the Secretary to keep all records of the SPW.
- iv. The Treasurer shall keep a record of all monies received or disbursed by the SPW. The Treasurer shall pay all obligations of the SPW. The Board of Directors must approve all payments. The Board of Directors may require the Treasurer to give a surety bond in an amount determined by the Board of Directors. The cost of any surety bond will be paid by the SPW.

Section III

The Board of Directors shall fill any office that becomes vacant in as timely a fashion as possible.

Section IV

No officer, director, or member shall receive a salary or compensation for duties performed.

Article IX **Amendments**

These by-laws may be altered, repealed, or amended by a majority vote of the members at an annual meeting or at a special meeting of the membership, called by the Board of Directors or a petition signed by 20% of the membership, for this purpose. A quorum of 25% of all dues paying members must be present. The amended by-laws shall be effective immediately upon approval, unless a specific effective date is stated in the motion to approve the amendment(s).

Article X

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 SPW shall be indemnified by the SPW 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 there from 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 SPW.

Article XI

Dissolution

Upon the dissolution of the SPW, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations existing and operating exclusively for religious, charitable, educational, scientific or literary purposes, at time of dissolution, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court in the county in which the principal office of the corporation is located at time of dissolution, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Article XII

Rules of Order

All meetings of the membership, officers, the Board of Directors, and committees of the SPW shall be held in accordance with Robert's Rules of Order.

These By-laws were adopted by the Membership on July 19, 2016.

_____ President	_____ Vice-President
Kathryn Merk	Walter Hazelrigg
_____ Secretary	_____ Treasurer
Nathan Mikoski	Bob Moffet