

OHIO VALLEY WOODTURNERS GUILD (Hereinafter called OVWG)
A chapter of the American Association of Woodturners, Inc. (Hereinafter called AAW)
A NONPROFIT CORPORATION

ARTICLE I - ORGANIZATION AND LOCATION

OVWG is organized as a forum for individuals interested in woodturning and was originally chartered (as the TriState Chapter) on October 22, 1988. The primary purposes of OVWG are consistent with the fundamental purposes of AAW, "to provide Information, Education and Organization to those interested in turning wood." The membership is expected to be drawn from, but is not limited to, the Greater Cincinnati, Ohio geographic area of Southwest Ohio, Northern Kentucky and Southeast Indiana.

ARTICLE II – OFFICE

The principle office of this organization will be located with the official location of the then current President. All correspondence should be addressed through the Secretary at the address shown in the Roster or the Newsletter.

ARTICLE III - RELATION OF OVWG TO AAW

General Members of OVWG are members in good standing of AAW. While it is understood that AAW will provide advice and counsel, as requested, the nature and extent of the activities of OVWG is determined by OVWG. Demonstrations, while part of the normal activities of OVWG, are to be conducted solely at the discretion of the Executive Committee of OVWG and all safety and instruction are to be under the explicit direction and control of the Executive Committee. As recommended by AAW, notice will be given to participants during any demonstration where woodturning equipment is used, that safety eye protection, preferably a full-face shield, must be worn and that woodturning equipment is potentially dangerous.

ARTICLE IV - PURPOSES

In addition to the primary purposes, as stated in Article I, the other purposes of OVWG are to:

- 1) Provide a meeting location for woodturners.
- 2) Share ideas regarding woodturning; including lathes, tools, turning materials, turning techniques and design of turned objects.
- 3) Exchange wood and other woodturning materials.
- 4) Inform members about activities of interest to woodturners.
- 5) Promote woodturning as an art form and craft.
- 6) Fulfill all of the requirements of a 501 (c) (3) non-profit organization.

ARTICLE V - MEMBERSHIP AND FEES

- 1) **General Members**- Members in good standing of both OVWG and AAW.
- 2) **Associate Members** – Members in good standing of OVWG but not members of AAW.
- 3) **Student Members** - Students under the age of 18. Student Members must be accompanied to meetings and activities by a parent or guardian. The student membership fee will be determined by the Executive Committee at a level to recover the costs associated with mailings and activity promotions. Student Members will be non-voting members.
- 4) **Honorary Members** – General Members who have served OVWG in an outstanding manner over several years. They are voted to Honorary status by the membership after being recommended by the Executive Committee and are exempt from payment of membership fees to OVWG.
- 5) **Membership Fees** - The fees for membership in OVWG will be periodically reviewed and determined by the Executive Committee. The fee structure will be set to encourage membership in the AAW and will be reported to the membership by the Secretary in the September edition of the newsletter. Fees will be payable at the beginning of the calendar year. Fees for new members are payable upon joining. Members joining after the October meeting shall be considered to have paid for the following year.

ARTICLE VI - MEETINGS

OVWG will meet a minimum of six times per year. The meeting dates and locations are to be determined by the Executive Committee. Notice of meeting date, location and content will be announced in a newsletter.

ARTICLE VII - OFFICERS

- A. Officers and Term:** The officers of OVWG shall be President, 1st Vice President, 2nd Vice President,

Secretary and Treasurer. Officers shall be elected for a term of two years. Members in good standing with a willingness to serve are eligible to seek these offices. Terms of office shall be staggered to enhance continuity. President, 2nd Vice President and Treasurer shall be elected in odd numbered years; 1st Vice President and Secretary in even numbered years. Officers shall be elected by a majority vote of those members casting ballots at a scheduled meeting or who have sent written ballots to be opened at such meeting. Elections shall have been announced at the preceding meeting and through an advance mailing to the membership. Elections shall normally be held in April and newly elected officers shall assume office at the September meeting or whatever regular meeting follows the summer break. The outgoing President will automatically assume the office of Past President for a single term of two years upon the election of a new president.

B. Executive Committee (or Board): The Executive Committee shall consist of the President, 1st and 2nd Vice Presidents, Secretary, Treasurer, Immediate Past President, Symposium leader, Publisher of the Newsletter and Website Manager who shall be ex-officio members. The President, with the approval of the ex-officio members, may appoint up to 5 additional at-large members who must be members in good standing of OVWG. All members, ex-officio and at-large, are eligible to vote on matters brought before the board. The Committee normally shall meet each month to conduct and oversee planning and other business. All OVWG members in good standing are eligible to attend meetings but only Executive Committee members are eligible to vote.

C. Temporary Positions: The President, with the advice and consent of the Executive Committee, may appoint members to temporary positions for a term to be determined by the President to serve solely at the pleasure of the President. The President is empowered to remove, replace and/or terminate temporary positions without notice to or discussion by the membership or the Executive Committee.

D. Removal: The membership may remove any elected officer when it is deemed that the best interests of OVWG would be served by such removal. Removal will be accomplished by a majority affirmative vote of General Members attending a meeting. The vote shall be announced at a regularly scheduled meeting and through a mailing from the executive committee. Voting will be made either by secret ballot at a regularly scheduled meeting or through mailed ballots.

E. Vacancies: The President with the approval of the Executive Committee may appoint a qualified member to a vacant office, or may call for an election. An election will be decided by a majority vote of members casting ballots at a regularly scheduled meeting or by mail ballot.

F. President: The President shall be the principle executive officer. The duties of President include, but are not limited to, the following:

- 1) Supervision and control of the business and affairs of OVWG.
- 2) Call or cause to be scheduled meetings of the Executive Committee and general membership meetings.
- 3) Preside at all meetings except committee meetings which shall be presided over by the respective chairpersons.
- 4) Appoint committees with the approval of the Executive Committee.
- 5) Is ex-officio a member of all committees but may appoint another officer as a stand-in.

G. 1st Vice President:

- 1) In the absence of the President, or in the event of the President's death, inability to serve, or refusal to act, the 1st Vice President shall perform the duties of the President. When so acting, the 1st Vice President shall have all the responsibilities, duties and powers of the President and shall be subject to all the restrictions upon the President. The 1st Vice President shall perform such other duties as may be assigned by the President.
- 2) The 1st Vice President shall have responsibility for the tools, machines and real property owned by OVWG including, but not limited to, receipt, disposition, storage, maintenance and those other matters necessary to keep the property in proper condition. He/she shall also keep the Treasurer informed of as to what has been disposed of and currently owned and its condition for valuation purposes.

H. 2nd Vice President:

- 1) In the absence of the 1st Vice President, the 2nd Vice President shall perform the duties described in G. 1) above.
- 2) The 2nd Vice President shall be the Chairperson of the Program Committee. As such, he/she shall be responsible for scheduling programs for general meetings and such other events as decided by the Executive Committee. Duties shall include arranging for visits by outside demonstrators, demonstrations by OVWG members, visits of OVWG to other chapters, tool outlets, or other places of interest and assuring that insurance requirements are met by such activities. The 2nd Vice President may appoint members to the Program Committee and delegate to them such duties as he/she deems appropriate.

I. Secretary:

- 1) The Secretary shall keep minutes of Board meetings and of those portions of regular meetings during which official business is conducted and shall distribute same to all Board members. He/she shall see that notices are duly given to members as required by the by-laws and shall maintain the official records including, but not limited to, a current copy of the by-laws, Articles of Incorporation and tax exemption determination letter.
- 2) The Secretary shall maintain the official membership roster and phone list, which includes, but is not limited to, all members in good standing of all membership categories. In general, the Secretary will perform all duties incident to the office of Secretary and such other duties as may be assigned by the President.
- 3) In the absence of a separate Newsletter Publisher, the Secretary shall publish and distribute a newsletter during months when general meetings are held and at such other times as directed by the President. Distribution shall include all members in good standing, the AAW office and such others as the President directs.

J. Treasurer:

- 1) The Treasurer shall collect all membership fees and other monies. The Treasurer is responsible for maintaining current and accurate records of all monies and assets, including tools, machines, real and investment. The Treasurer will maintain a current list of members in good standing in all membership categories and shall inform the Secretary and Newsletter Editor of new or dropped members for the purpose of updating the membership roster and the mailing list. In general, the Treasurer will perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President.
- 2) The Treasurer shall file an annual information return to the Internal Revenue Service whenever the gross receipts of OVWG equal or exceed \$25,000 using Form 990 or 990 EZ and shall retain a copy of this Form and its supporting ledgers available for public inspection for three years after the later of the due date of the return or the date the return is filed. At the conclusion of said three year period, said supporting ledgers shall be destroyed but copies of the filings shall be retained for internal use and/or inspection by the IRS for seven years. Supporting ledgers shall include all entries necessary to compile the information required by Form 990 or 990 EZ, a copy of which shall be distributed to the Secretary.

K. Past President: The Past President shall serve in an advisory capacity to the President and other officers. The Past President may perform such other duties as may be requested by the President.

ARTICLE VIII - NOMINATION OF OFFICERS

Prior to the holding of elections, the President shall appoint, with the advice and consent of the Executive Committee, members to a Nominating Committee which shall select a slate of candidates for each office to be filled (except Past President) and present the slate of candidates to the members. The Nominating Committee will assure, to the extent possible, the qualifications of each candidate and the willingness of the candidate to serve if elected. Members in good standing may propose members for consideration by the Nominating Committee.

ARTICLE IX - INDEBTEDNESS

All functions of OVWG are on a cash basis. OVWG may not incur any debt through the actions of the officers or its members.

ARTICLE X - DISCLAIMERS: FISCAL AND LEGAL

AAW and OVWG are legally separate entities and specifically dissociate themselves from any debts, obligations or encumbrances of the other. Neither OVWG nor AAW shoulders any legal liability for accidents that occur during events of any kind sponsored or unsponsored by the other organization.

ARTICLE XI - INSURANCE

As a chapter of AAW, OVWG will utilize insurance available through and required by AAW. All demonstrators from OVWG must be General Members to be covered by insurance. Demonstrators that are not members of OVWG must be members in good standing of AAW or covered for liability by an adequate insurance policy.

ARTICLE XII - AMENDMENTS

These By-laws may be altered, amended, or repealed and new By-laws may be adopted by a vote of the simple majority of the qualified, members of OVWG casting ballots at a meeting of the members. Proposed changes to these By-laws shall be announced at least one month in advance of the meeting at which the vote will be taken via an advanced mailing to the membership. Copies of all modifications to these By-laws must be filed with the Administrative Office of AAW.

ARTICLE XIII - MEMBER NOTIFICATIONS

Annually, in the September edition of the newsletter, the membership shall be notified of the following information:

- The name, address and phone number of each of the elected officers.
- The primary and correspondence mailing address of OVWG
- The membership fee structure.

ARTICLE XIV -- QUORUM AND ORDER OF BUSINESS

A Quorum shall consist of those members present at a scheduled meeting of the members or a majority of the Officers present at a scheduled Board Meeting. Meetings shall be conducted following the usual rules of parliamentary procedure, the use of which is to facilitate proceedings. The principles are: the majority rules, the minority has the right to be heard, courtesy shall be extended to all. In the event of a dispute, Roberts Rules of Order, Modern Edition shall be consulted.

ARTICLE XV - BOOKS AND RECORDS

The Books and records of OVWG, in keeping with its status as a 501(c) 3 non-profit corporation, shall be made available for public inspection with the consent of the majority of the Executive Committee.

ARTICLE XVI – INDEMNIFICATION

OVWG may indemnify any officer, or member who is a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of OVWG by reason of the fact that the individual is or was an, officer, employee, member or agent of OVWG or is or was serving at the request of OVWG against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit, or proceeding if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of OVWG and with respect to any criminal proceedings, if the individual had no reasonable cause to believe that the conduct was unlawful.

Adopted: September 2002

Revised: September 2003

Revised: September 2005

Revised: November 2009