



# BY-LAWS OF ASSOCIATION OF REVOLUTIONARY WOODTURNERS

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## ARTICLE I - ORGANIZATION AND MEMBERSHIP

### Section 1.1

Association of Revolutionary Turners (ART) is a local chapter of the American Association of Woodturners (AAW).

### Section 1.2 Classes of Members

There shall be one class of Members of ART. Members shall consist of those persons who subscribe to the goals of ART, pay the required dues and meet all other standards from time to time as prescribed by the Executive Board. Non-paying dependents and spouses of a Member shall be considered as honorary Members and have all rights and privileges accorded to Members, but shall not be allowed to vote.

### Section 1.3 Election of Members and Duration of Membership

Members of ART shall consist of those persons who are admitted to membership by meeting the requirements therefore and admitted to membership at a regular meeting by the majority vote of those members in attendance at a meeting at which a quorum is required. Membership shall be on an annual basis unless otherwise terminated or extended.

### Section 1.4 Removal of Members

Any member whose conduct is not in the best interest of the organization may be terminated by a vote of 2/3 of the Executive Board. The terminated former member may reapply for membership if desired directly to the Executive Board not more than one (1) year after notice of such termination has been sent to such member and shall be accepted only upon a majority vote of the Executive Board. If reapplication is made after one (1) year, then that person must again be admitted to membership at a regular meeting by the majority vote of those members in attendance at a meeting at which a quorum is required.

### Section 1.5 Membership

No person shall be denied membership in this Chapter on the basis of race, color, creed, sex, political affiliation, or any other factor unrelated to the purposes of ART.

### Section 1.6 Regional Scope

The cities and towns from which ART expects to draw members including, but is not limited to the greater Boston, Massachusetts area, Southern New Hampshire, and Northern Rhode Island.

## ARTICLE II - OFFICES

The principal office of this Chapter will be located at Woodcraft, 185 New Boston St., Woburn, Massachusetts.

### **ARTICLE III - RELATION OF CHAPTER TO THE PARENT ORGANIZATION**

#### Section 3.1 AAW Membership

All officers of ART shall be members in good standing of the AAW. If any officer is not an AAW member at the time of election, such membership shall be obtained within sixty (60) days. If an officer fails to become a member within the sixty day period, such person shall automatically cease to be an officer.

#### Section 3.2 Relation to AAW

While it is understood that the parent organization will provide advice and counsel, as requested, Local Chapters are advised that the nature and extent of their activities are left to their discretion. Demonstrations, while probably part of the normal activities of Local Chapters, are to be conducted solely at the discretion of Local Officers, and all safety and instruction is to be under their explicit direction and control.

### **ARTICLE IV - GOALS**

ART shall support the general purpose of the AAW; provide a forum and meeting place for local woodturners; promote education and sharing of techniques and ideas regarding the art and craft; facilitate the exchange of information wood, tools, accessories and supplies and to provide education, information and organization to those interested in woodturning. ART exists for the benefit of all members.

### **ARTICLE V - MEMBERSHIP FEES**

There shall be an annual membership fee for membership in this Chapter in the amount of thirty dollars (\$30.00) for each individual or family group, which includes spouses and all dependent children living in the same household. The annual membership fee shall be waived for matriculating full time students up to an including the calendar year which includes their twenty-third (23<sup>rd</sup>) birthday. Annual membership fees are due and payable by the January meeting of the calendar year for which they are applicable. Persons joining during the calendar year shall pay the annual membership fee for that year, except that the fee paid by any person joining in the final quarter of the calendar year shall be deemed to satisfy the fee obligation for the current and following year. By a majority vote of the members present at any meeting, the annual membership fee may be waived for any person or group of persons.

### **ARTICLE VI - MEETINGS**

#### Section 6.1 Monthly Meetings

Meetings shall be held monthly on the third, and alternatively the fourth, Thursday of each calendar month at the principle office of the Chapter (or if that day falls on a legal holiday in the place where that meeting is to be held, then on the next succeeding Thursday) unless the Executive Board appoints some other date or place. At the meeting the business of the Chapter shall be conducted.

#### Section 6.2 Annual Meeting

The annual meeting of the Members shall be held every year at the January meeting, or if that day falls on a legal holiday in the place where the meeting is to be held, or if the meeting is not held for any other reason as approved by the Executive Board, on the next succeeding Thursday, unless the Executive Board appoints some other date or place. At such annual meeting the Members shall elect Officers, see to the appointment of the Executive Board, hear the report of the Treasurer and transact such other business as may otherwise properly come before the meeting. In the event that for any reason the annual meeting shall not be held, a special meeting in lieu of and for the purposes of the

annual meeting with all the force and effect of an annual meeting and for such other purposes as may be specified in the notice of said special meeting.

#### Section 6.3 Special Meetings

Special meetings of the Members may be called at any time by the President, or by a majority of the Executive Board. Special meetings shall be called by the Secretary, or in the case of his or her death, absence, incapacity or refusal, by another officer, upon written application of 10% or more of the Members entitled to vote at such meeting, stating the place, day, hour and purposes of the meeting. Special meetings of Members may be held within or without the Commonwealth of Massachusetts.

#### Section 6.4 Notice

An email or written or printed notice of any annual or special meeting of the Members, stating the place, day, hour and purpose thereof, shall be given to each Member by the Secretary or Assistant Clerk or such other person authorized by these By-Laws to call a meeting, at least seven (7) days before the date of the meeting by leaving such notice with the Member or by delivering it to his or her email address, or residence or usual place of business or by mailing the same, postage prepaid, directed to him or her at his or her address as last recorded on the books of the Chapter. It shall be the duty of each Member to notify the Chapter of his or her post office address. Whenever notice of a meeting is required to be given to a Member under any provision to the General Laws of the Commonwealth of Massachusetts or of the Chapter's Articles of Organization or By-Laws, a written waiver of notice, executed before or after the meeting by such Member or by his or her attorney thereunto duly authorized and filed with the records of the meeting, whether or not such Member continues to be a Member at the time of his or her execution of such waiver shall be deemed equivalent to such notice.

#### Section 6.5 Quorum

A majority of the total number of Members, present or duly represented by proxy at the meeting, shall constitute a quorum for the transaction of business at any meeting of the Members, provided, however, that, if there shall be at least twenty (20) Members present or duly represented at the meeting, then such number shall constitute a quorum for the transaction of business thereat, irrespective of the total number of Members.

Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. At any such adjourned meeting at which the quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

#### Section 6.6 Vote Required

If a quorum is represented at a meeting, the affirmative vote of the majority of the Members who are present or duly represented by proxy at the meeting shall be sufficient to elect any Officer or to transact any business unless the matter is one upon which the express provision of law or of the By-Laws of the Chapter, as amended, a different vote is required or permitted, in which case such express provision shall govern. Any election by Members shall be determined by a plurality of the votes cast by the Members who are present or duly represented by proxy at the meeting.

#### Section 6.7 Method of Voting and Proxies

Each Member of the Chapter shall be entitled to one vote at any meeting of the Members of the Chapter or at any adjournment thereof. Any Member not present in person at any such meeting of the Members of the Chapter may vote thereat by an attorney named in a proxy

signed by such Member and filed with the Clerk prior to the commencement of the meeting, but no such instrument dated more than sixty (60) days before the meeting specified therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons who are authorized to vote thereby to vote at any adjournment of such meeting. All proxies shall be filed with the Secretary at the meeting, or at any adjournment thereof, before being voted. Action in respect of any matter shall be by ballot upon request of any Member.

#### Section 6.8 Action by Consent

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if a quorum of the Members entitled to as vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.

### **ARTICLE VII-OFFICERS**

#### Section 7.1 Number and Election

##### 1. Elected Officers

The Elected Officers of the Chapter shall be a President, Internal Vice President, External Vice President, Treasurer and Secretary. Both the Internal and External President offices may be combined into one Vice President office as so voted by the membership and remain so for either the duration of the term or while the incumbent holds office or otherwise by vote of the membership.

##### 2. Appointed Officers

Upon the discretion of the Elected Officers, or by vote of the membership, any additional appointed offices and officers may be employed as is deemed necessary for the successful operation of the club activities.

##### 3. Elections and Appointments

Each elected officer shall be elected at the annual meeting of the calendar year by a majority vote of a quorum of Members in good standing, with appointed offices being appointed at the same meeting or thereafter.

##### 4. Officer Standings

Each officer must be a member in good standing of both ART and the AAW (see 3.1).

#### Section 7.2 Term of Office

The term of each officer shall be one calendar year, commencing the first day of the first month following the election. Each officer shall nevertheless continue to serve until his or her successor is elected and qualified. No person shall hold more than two elected positions. Each officer shall continue to serve as a member of the Executive Board for the year following that in which he or she last held an elected office.

#### Section 7.3 Removal

Any officer elected or appointed may be removed for any reason deemed to be in the best interests of the Chapter. Removal shall be by a vote of a majority of the members of the Chapter present at any meeting at which a quorum is present.

#### Section 7.4 Vacancies

The term of any officer who resigns, is disqualified or removed may be completed by an individual appointed by a majority of the remaining officers then holding office or by a vote of the majority of the members present at any meeting at which a quorum is present.

#### Section 7.5 President

The President shall be the principal executive officer of the Chapter. The duties of the President shall include:

1. Supervise and control all the business and affairs of the Chapter;
2. Conduct Chapter meeting;
3. Delegate such responsibilities, authority and tasks as from time to time deemed necessary.

#### Section 7.6 Internal Vice President

In the absence of the President or in the event of his/her death, inability, or refusal to act, the Internal Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

The Internal Vice President shall:

1. Arrange, coordinate and supervise events, educators and demonstrators for Chapter meetings;
2. Ensure that the technical and practical requirements for monthly meetings and activities are met; and
3. Perform such other duties as from time to time may be assigned by the President.

#### Section 7.7 External Vice President

The External Vice President shall be responsible for:

1. For coordinating all Chapter activities outside the principal office;
2. Appointing such Chapter members as may be required to facilitate such activities;
3. Researching and proposing outside events activities which promote the purposes of the Chapter; and
4. Researching and proposing Chapter demonstrations.

#### Section 7.8 Treasurer

The Treasurer shall:

1. Deposit all membership fees and all other monies belonging to the Chapter;
2. Maintain such bank accounts as may be necessary for Chapter purposes
3. Be responsible for keeping current and accurate records of all monies that flow through the Chapter;
4. Perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.
5. The Treasurer shall report monthly to the members.

#### Section 7.9 Secretary

The Secretary shall:

1. Keep the minutes of the meetings of Executive Board and the Chapter in one or more books provided for that purpose;
2. Ensure that all notices are duly given in accordance with the provisions of these By-Laws; 3. Keep records of all Chapter policies not specifically described in these Bylaws;
3. Maintain records of all Chapter activities and correspondence; and
4. Perform such other duties as from time to time may be assigned by the President.

### Section 7.10 Spending Authority

Each of the duly elected officers shall have authority to expend not more than \$50.00 per instance without specific approval of the Executive Board. If such approval is required, such approval may be made by telephone, mail or email.

### Section 7.11 Appointees

The Executive Board or members present at any meeting by majority vote may appoint such additional persons to perform such additional tasks as they deem proper. These may include but shall not be limited to

1. A Librarian who shall:
  - a) Maintain the library of books, tapes, disks, media and the like;
  - b) Subject to the direction and approval of the Chapter purchase additions to the library.
  - c) Keep the library available to loan to the members at such rates and charges as shall from time to time be designated.
  - d) Keep records of all media loaned out and retrieve the same, and
  - e) Deliver all funds received to the Treasurer.
2. Webmaster who shall:
  - a) Maintain the Chapter Web site and facilitate all internet content and communications, including the email distribution of monthly newsletters and notices to members.
3. A Newsletter Editor who shall:
  - a) Produce the monthly newsletter for distribution to members.
  - b) Distribution of postal mailed monthly newsletters to members if any mailing is so made.
4. A Membership Chairman who shall be responsible for:
  - a) Recruiting new Members and meeting new Members who attend.
  - b) Distribute membership cards.
  - c) Ensure that dues are paid in a timely fashion.
  - d) Attempt to keep abreast of Member's health or other family issues and alert the Members when support would be appreciated.
  - e) Assist the Internal and External Vice Presidents in understanding the woodturning education interests of the Members, including suggestions for individual or group mentoring.

## **ARTICLE VIII - EXECUTIVE BOARD**

The Executive Board shall consist of the President, Vice President(s), Treasurer, Secretary, Appointed Officers and such other persons, who shall be members of ART in good standing, as the President so appoints or the members by vote determine. The Executive Board shall meet quarter annually at the discretion of the President or the Executive Board at a time and place designated by the President. Notice of such meetings shall be given to Executive Board members not less than ten (10) days prior to the meeting as provided in these By-laws. A majority of the Executive Board shall constitute a quorum.

## **ARTICLE IX - COMMITTEES**

### Section 9.1 Standing Committees

The Executive Board from time to time may appoint persons to such Standing committees as the Executive Board or Members by resolution may create from time to time.

#### Section 9.2 Ad Hoc Committees

The Executive Board may from time to time appoint such Ad Hoc committees as it deems necessary or desirable with such powers as the Executive Board may determine. The members of any such committee, who need not be members of the Executive Board, shall hold office subject to the pleasure of the Executive Board. Each such committee so appointed shall keep regular minutes of its proceedings and report the same to the Executive Board and Members upon request.

### **ARTICLE X - CLUB SPONSORED DEMONSTRATIONS**

#### Section 10.1 Public Demonstrations

With the written consent of the Executive Board, any Member or Members may perform a public demonstration which shall effect to further the interests and goals of both ART and AAW and as such will therefore be considered an ART sponsored event, provided that each actively demonstrating Member or Members hold a current AAW membership and make reasonable precautions in advance to assure the safety of participants, site owner or their personnel and the intended audience.

#### Section 10.2 Members Gallery

At any club sponsored public demonstration, participating members may, at their own discretion and subject to the guidelines and limitations established by the club or its chairperson for such event, store or display their goods or equipment at their own risk for viewing by the public. All goods displayed are expected to be primarily constructed of natural wood and largely hand fashioned by means of a woodturning lathe and related hand tools by a current club member participating in the event.

#### Section 10.3 Members Sale of Goods

Upon the approval of the club, the site owner and the chairperson in charge of the event, members may elect to offer their goods for trade or sale to the general public. In such a situation it is required that the club obtain or hold a valid Massachusetts Sales and Use Tax Certificate and post it in a conspicuous location on site as required by law. Should the event take place outside of the State of Massachusetts, all local and Federal laws must be observed and adhered to as required.

All sales made to any person, group, company or otherwise, whether arranged through public sale or private agreement, at such club sponsored events are subject to both a club commission as set prior to the commencement of the event, a tax equivalent to the current Massachusetts sales tax on the sale price of the item. It is the sole responsibility of the individual selling the goods to assure the appropriate commissions and taxes are paid in a timely manner.

Typically the club will assist in its members sales activity by providing consumable sales items such as receipt books, bags and a cash box where member proceeds and sales records may be stored for which a nominal club commission is expected to be returned whenever proceeds warrant as possible.

In the event the club or its members in charge of the event incur costs or expenses directly related to the management or operation of such event in excess of that which any club commission will offset, then either the net total sales returned to members will be reduced on a prorated basis according to sales volume or the club will fund the balance

of the difference from the club funds. The latter is more desirable when provided a situation where specific expenses cover consumable or durable goods that can be used at future events.

#### Section 10.4 Members Liability for Events

No member authorized or appointed to manage or participate in such a club sponsored event will in any way be held responsible by the club or its members for damages or losses to club supplies or equipment, monies supplied or collected, taxes or fines due, charges or expenses incurred required in the operation of the event, member's goods or equipment or site property except where they proven to be specifically liable for such as result of a premeditated willful act or as a direct result of their gross negligence.

### **ARTICLE XI - INDEBTEDNESS**

The Chapter shall not incur any indebtedness without a vote of approval by a majority of the members in good standing. The AAW national office should be notified in writing and approve incurring any indebtedness related to the community, industry or business interests of the AAW in advance thereof.

### **ARTICLE XII - AMERICAN ASSOCIATION OF WOODTURNER'S DISCLAIMERS: FISCAL AND LEGAL**

The AAW specifically disassociates itself from any debts, obligations or encumbrances of the Chapter. AAW is not responsible for the debts nor shares in the profits of the Chapter. AAW is not liable for any legal liability for accidents that occur during events of any kind sponsored or not sponsored by a Local Chapter. ART, its members and officers, specifically disassociate themselves from any debts, obligations or encumbrances of the AAW. ART, its members and officers are not responsible for the debts nor shares in the profits of AAW. ART is responsible for any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the AAW.

### **ARTICLE XIII - EXECUTION OF WRITINGS**

#### Section 12.1 Bills, Notes and Contracts

Unless the Executive Board shall otherwise generally or in any specific instance provide:

1. Any bill or note or check shall be made or signed in the name and on behalf of the Chapter by the President, Vice President or the Treasurer or an Assistant Treasurer or such officers as shall be authorized to do so from time to time by the Executive Board.
2. Any other contract or written instrument shall be signed in the name and on behalf of the Chapter by the President or the Treasurer or such officers as shall be authorized to do so from time to time by the Executive Board.

#### Section 12.2 Respecting Certain Contracts

Members/Officers of this Chapter may be connected with other Chapters and corporations with which from time to time this Chapter has business dealings. No contract or other transaction between this Chapter and any other corporation and no act of this Chapter shall be affected by the fact that an Executive Board Member of this Chapter is pecuniarily or otherwise interested in or is a Director of officer of such other corporation. In the absence of fraud, any Executive Board Member, officer or Member of this Chapter, individually or any firm in which such Executive Board Member, officer or



Member may have an interest, may be a party to or may be pecuniarily or otherwise interested, may contract or transact with this Chapter, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof. With respect to any profit or benefit realized on any such contract or transaction, no such Executive Board Member, officer or Member shall be liable to account to the Chapter. Any such Executive Board Member may be counted in determining the existence of a quorum at any meeting of the Executive Board and may validly vote for the purpose of authorizing or approving or ratifying any such contract or transaction.

**ARTICLE XIV - INDEMNIFICATION**

The Chapter, to the extent legally permissible, shall indemnify each person (and his heirs or personal representatives) who is, or shall have been, an Officer of the Chapter against all liabilities and expenses (including judgments, fine, penalties, attorneys' fees and all amounts paid in compromise or settlement) reasonably incurred by or imposed upon him in connection with or arising out of any action, suit, claim or civil or criminal proceeding, in which he is or may be involved by reason his being or having been such officer. No officer shall be entitled to indemnification for amounts paid to or by the Chapter. The within indemnification may include payment by the Chapter of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt by the Chapter of an undertaking by the officer or Director to be indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification. No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that this action was in the best interest of the Chapter; nor shall any indemnification be provided for any person with respect to any matter which shall have been settled or compromised if the Chapter shall have received an opinion of counsel that with respect to said matter, such person did not act in good faith in the reasonable belief that his action was in the best interest of the Chapter.

**ARTICLE XV - AMENDMENTS**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of a simple majority of the qualified voting members of the Chapter then casting ballots. Copies of all modifications to these By-Laws shall be filed with the national office of AAW.

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***Approved this*** \_\_\_\_\_ ***day of*** \_\_\_\_\_ ***, 2016***

Attest:

President \_\_\_\_\_

Vice President (External) \_\_\_\_\_

Vice President (Internal) \_\_\_\_\_

Treasurer

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Secretary

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