

**AMENDED AND RESTATED BYLAWS OF HONOLULU WOODTURNERS  
(A CHAPTER OF THE AMERICAN ASSOCIATION OF WOODTURNERS)**

**ARTICLE I**

Name

These are the amended and restated bylaws of Honolulu Woodturners, a Hawaii nonprofit corporation (the "Club"). The principal office of the corporation shall be located at the address of its then current Treasurer. The corporation may have other offices and may conduct its business at such other locations as the Board of Directors may determine from time to time.

**ARTICLE II**

Mission Statement

Our mission is to provide education and information to those who are interested in woodturning. We define woodturning as the shaping of wood using a lathe, which results in objects and images that range from the familiar to the profound. This includes everything from decorative and functional bowls, boxes, and vessels, to furniture, architectural spindles, toys, tools, musical instruments, and sculptural objects.

**ARTICLE III**

Purposes and Objectives

In following the thrust of our Mission Statement, the Club shall: provide a meeting place for local woodturners; share ideas and techniques regarding this craft; trade woods; exchange ideas about tools and techniques; and challenge members to improve their creativity and execution in woodturning.

**ARTICLE IV**

Relationship to the American Association of Woodturners

The Club shall be a Chapter of the American Association of Woodturners (AAW) and shall support and participate in the activities of that organization. The Executive Officers of the Club agree to be members in good standing of the AAW. The Club will encourage all members to become affiliated with the AAW. The AAW specifically disassociates itself from any debts, obligations, or encumbrances of the Club; the AAW and its Board of Directors shall have no legal or financial responsibility for the affairs of the Club or its Board of Directors.

**ARTICLE V**  
Membership

Section A, Classes of Members: There shall be two classes of members: voting and nonvoting. A member may be removed from the Club by a majority vote of the Board of Directors.

Section B, Voting Membership. Voting membership shall be open to all persons eighteen (18) years of age or older. Voting membership shall be contingent upon the payment of dues as provided for in Article VI of the Bylaws.

Section C, Non Voting Membership. Non Voting membership shall be open to all persons from ages twelve (12) to seventeen (17) with appropriate parental permission as required by the Board of Directors. Nonvoting members shall not be required to pay dues.

**ARTICLE VI**  
Dues

All voting members shall pay annual dues of \$25. The amount of dues may be changed upon recommendation by the Board of Directors and approval by a majority vote of the membership. Dues are payable no later than the last day of January of each year. Members who do not pay their dues prior to that date 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. The Board of Directors may make exceptions to this requirement. Only members who are current on their dues are entitled to vote on any matter.

**ARTICLE VII**  
Fiscal Year

The fiscal year of the Club shall be the calendar year.

**ARTICLE VIII**  
Meetings

Section A, Regular Meetings: Regular meetings of the Club shall be held on the second Tuesday of odd-numbered months or at alternative times determined by the Board of Directors and announced in a newsletter or by email or direct mail.

Section B, Special Meetings: Special meetings may be called by the Club's Board of Directors or if 20% of the Club's members make a request to discuss a specific subject. Notice of a Special Meeting shall be published in the Club's newsletter, or by email or direct mail, at least fourteen days prior to the date of the meeting. This notice will show the date, time, and place of the meeting, and will include a proposed agenda.

Section C, Quorum: The presence in person, or by proxy, of 25% of members of the Club entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section D: Proxies: Every member of the Club entitled to vote at any regular meeting may vote by proxy. A proxy shall be in writing and is revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after thirty days from the date of its execution.

## **ARTICLE IX**

### Board of Directors

Section A, Powers: The Board of Directors shall be the governing body of the Club and shall have all powers necessary to conduct the business of the Club consistent with these By-Laws and with the Club's status as an organization qualified under section 501(c)(3) of the Internal Revenue Code. The Board of Directors shall nominate officers and appoint committees and special positions as may be required. The Board of Directors shall also have the power to abolish any committee or special position.

Section B, Number and Manner of Election: The Board of Directors shall consist of the President, the Vice-President, the Secretary, the Treasurer, the three most recent past presidents of the Club, and any other individuals nominated by the Board and elected by the Members (the "additional directors"). The Board of Directors shall select a slate of nominees for the additional directors, present it to the membership for a vote at the Club's November meeting, and accept any floor nominations at that time. The election of the additional directors will be by a simple majority of votes cast by the voting members present. The new Directors will assume their duties immediately after the November meeting.

Section C, Terms of Office: The officers' term on the board shall be the same as their terms as officers. The additional directors shall serve for terms not to exceed two years. The Club secretary will record the term of each Director and advise the Board which Directors Term expires each year.

Section D, Meetings of the Board: A regular meeting of the Board of Directors shall be held within 60 days of the annual election of Officers and Directors. The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of three (3) members of

the Board, issue a call for a special meeting of the Board, at least ten (10) days before the appointed date for the meeting. The Board may also make decisions by written consent.

Section E, Quorum: For an in-person meeting, a simple majority of Directors will constitute a quorum. For written consent decisions, a majority of Directors currently in office will be required to constitute an affirmative vote.

Section F, Vacancies: If a vacancy occurs on the Board of Directors by death, resignation, or otherwise, the remaining Directors shall promptly fill it by majority vote. The person so chosen shall hold office for the remainder of the term of the Director he or she replaces.

Section G, Removal of Directors: Any one or more of the Directors may be removed with just cause, at any time, by a vote of two-thirds of the voting members present at any special meeting called for that purpose.

## **ARTICLE X**

### **Officers**

Section A, Number: The Executive officers of the Club shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section B, Method of Election: The Officers shall be elected at a November meeting of the Club and shall serve for terms of not more than two years. The Board of Directors shall nominate a slate of Officers, present it to the membership for a vote at the Club's November meeting, and accept any floor nominations at that time. The election of the Officers will be by a simple majority of votes cast by the voting members present. The new Directors will assume their duties immediately after the November meeting. Ordinarily the Vice-President will succeed to the office of President at the end of the President's term. Consecutive terms of the President and Vice-President are strongly discouraged. Consecutive terms of the Secretary and Treasurer are strongly encouraged.

Section C, Duties of Officers: The duties and powers of the Officers of the Club shall be as follows:

**PRESIDENT-** The President shall be the chief executive officer of the Club; shall chair all meetings of the Board of Directors and the Club; shall be authorized to make deposits and withdrawals of the Club's funds for Club purposes; and shall have the power to sign contracts in the name of the Club whenever such contracts are authorized by the Board of Directors.

**VICE PRESIDENT-** In the case of death or the absence of the President, or of his or her inability from any cause to act, the Vice President shall perform the duties of the Office of President.

SECRETARY- The Secretary shall attend and keep minutes of all meetings of the Club, its Officers, and its Board of Directors. The Secretary shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; shall keep a list of the members of the Club; shall notify the Officers and members of their appointment to committees; and shall maintain a list of the expiration date of each Director's term of office. In the case of absence or disability of the Secretary, the President may appoint a Secretary Pro Tem.

TREASURER- The Treasurer shall be responsible for handling, depositing, and accounting for all funds of the Club and shall provide a report at each regular meeting of the members of all receipts, disbursements, and monies on deposit.

## **ARTICLE XI**

### Standing Committees

Section A, Membership Committee. The Club shall have a standing committee called the Membership Committee. The duties of the Membership Committee shall be to improve the benefits of the Club to the members, promote the Club to the general public, and attempt to increase the membership of the Club. The President shall chair the Membership Committee.

Section B, Demonstrators Committee. The Club shall have a standing committee called the Demonstrators Committee. The duties of the Demonstrators Committee shall be to secure demonstrators for regular and other meetings of the Club. The Vice-President shall chair the Demonstrators Committee.

Section C, Method of Election. The Board of Directors shall select the members of the Membership Committee and the Demonstrators Committee.

## **ARTICLE XII**

### Equipment and supplies

The Board of Directors shall coordinate the acquisition of all equipment and shall regulate the use of any equipment and supplies belonging to the Club.

## **ARTICLE XIII**

### Amendments

These By-Laws may be amended from time to time by majority vote of the voting members. Such action shall be preceded by giving all Club members ten (10) days prior notice of the meeting at which such amendments will be considered, and all provisions for proxies and mail in ballots shall have been given. Corrections and clarifications made to these By-Laws shall not be considered as amendments.

**ARTICLE XIV**  
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 Club shall be indemnified by the Club 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, or proceedings, or the settlement or 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 Club.

Adopted: Date \_\_\_\_\_

President's Signature \_\_\_\_\_

President's Name \_\_\_\_\_

Vice President's Signature \_\_\_\_\_

Vice President's Name \_\_\_\_\_

Secretary's Signature \_\_\_\_\_

Secretary Name \_\_\_\_\_

Treasurer's Signature \_\_\_\_\_

Treasurer's Name \_\_\_\_\_